

BYLAWS OF THE
ALTADENA CHAMBER OF COMMERCE & CIVIC ASSOCIATION
Incorporated 1924

Revised and amended December 2023
Revised and amended September 2021
Revised and amended December 2017
Revised and amended November 2010
Revised and amended November 2001
Revised and amended February 2001
Revised and amended December 2000
Revised and amended September 1996
Revised and amended October 1992
Revised and amended August 1991
Revised and amended January 1987
Revised and amended January 1981
Revised and amended January 1955
Revised and amended January 1950
Revised and amended January 1940
Revised and amended January 1924

ARTICLE I THE NAME OF THE CORPORATION

The name of the Corporation shall be the ALTADENA CHAMBER OF COMMERCE & CIVIC ASSOCIATION.

ARTICLE II PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of activities and affairs of this Corporation is located at 730 East Altadena Drive, Altadena, California 91001, in the Town of Altadena, County of Los Angeles. The Board of Directors may change the location of the principal office as long as the office remains in Altadena. Any such change of location must be noted by the Secretary on these Bylaws opposite the Section; alternatively, this Section may be amended to state the new location.

ARTICLE III GENERAL AND SPECIFIC PURPOSE AND LIMITATIONS

SECTION 1

(a) This Corporation is established for the purpose of promoting the educational, commercial, industrial, civil, general, professional, and civic interests of the community of the unincorporated area known as Altadena and its trade area.

(b) The Chamber's directors and officers, when representing or acting in official capacity for the Chamber, shall be nonpartisan and nonsectarian and shall not take part of or lend its influence

or office(s), either directly or indirectly, to the nomination, election, or appointment of any candidate for the office in the city, county, state, or nation.

(c) No official endorsements of any proposition shall be given by any officer, director, or committee person of the Chamber, until the Board of Directors has favorably passed upon the same. No endorsement of any person shall be made by the Chamber.

ARTICLE IV DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to trade association purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for trade association purposes and that has established its exemption status under the Internal Revenue Code Section 501(c)(6).

ARTICLE V QUALIFICATION AND CLASSES OF MEMBERSHIP

SECTION 1

This Corporation shall have the following four classes of members:

1. Business
2. Individual
3. Non-Profit or Civic
4. Life (honorary)

Such classes shall be more particularly described below. Any person dedicated to the purpose of the Corporation, including any requirement for approval by a membership committee, shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time.

(1) Business Membership: Persons engaged in business in the community of Altadena and the surrounding area shall be eligible for business membership and shall enjoy all the rights and privileges of the Chamber, including the right to vote as set forth elsewhere in these Bylaws. Any firm, partnership, corporation, civic association, or estate must designate an individual, subject to the approval of the Board of Directors, to represent such membership. Any change of representative must be submitted to the Secretary of the Chamber in writing at least ten (10) days prior to the Board meeting and is subject to the approval of the Board of Directors, and no more than one representative from said business may serve on the Board of Directors.

(2) Individual Membership: Any resident of the community of Altadena and the

surrounding area, not engaged in business in Altadena, shall enjoy all the rights and privileges of regular membership. (Any resident engaged in business shall be eligible for Business Membership only.)

(3) Non-Profit or Civic Association Membership: Any civic or non-profit association within Altadena or the surrounding area is eligible for Civic Membership and shall enjoy those rights & privileges as stated in Article VI, Section 1 right to vote and privileges of the Chamber, except as stated in Article VI, Section 1.

(4) Honorary Life Membership: Any person who has rendered an outstanding service to the Chamber or community at large, may be nominated by a member of the Board of Directors for Honorary Life Membership and elected at any regular meeting of the Board of Directors by a unanimous vote of members present. This membership shall include all the privileges of Regular Membership, except that of voting and may not serve on the Board of Directors nor hold office, and is exempt from payment of all fees and dues. An Honorary life membership may be revoked by majority vote of the Board of Directors at any time.

ARTICLE VI RIGHTS OF MEMBERSHIP

SECTION 1

Members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Law.

SECTION 2

Members shall be deemed in good standing if the required dues, fees, and assessments in accordance with these Bylaws, and who are not suspended, are paid.

ARTICLE VII MEMBERS' DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board of Directors, or the Membership Committee under such Board, the dues, fees, and assessments in amounts to be fixed from time to time. The dues, fees, and assessments shall be equal for all members of each class. The Board may, in its discretion, set different dues, fees, and assessments for each class.

SECTION 1 -MEMBERSHIP LEVELS:

NO BUSINESS AFFILIATION:

Individual Level - Any resident of the community of Altadena and the surrounding area, not engaged in business in Altadena.

- a. 501 c3 OR CIVIC ORGANIZATION MEMBERSHIP
 - Community Based Non-Profit Service Providers

BUSINESS AFFILIATION:

- b. SMALL BUSINESS AFFILIATION: Businesses with employees- to include the marketing of the business and membership benefits for its employees at their membership level.
 - Small Business Level 1 - Individuals with business affiliation acting on their own (i.e. agents of a larger company)
 - Small Business Level 2 – individuals with home-based business
- c. Businesses with employees- to include the marketing of the business and membership benefits for its employees at their membership level.
 - Business Level 1 (1-3 employees)
 - Business Level 2 (4-6 employees)
 - Business Level 3 (7-12 employees)
 - Business Level 4 (13-49 employees)
 - Business Level 5 (50+ employees)

SECTION 2 - GENERAL MEMBERSHIP:

Annual dues shall be determined by a two-thirds (2/3) vote of the Board of Directors and are due on the anniversary date of first payment made upon joining the Chamber.

Section 3- DELINQUENTS

If at the end of the thirty (30) days after notice of delinquency, dues remain unpaid, the Office Manager shall report same to the Executive Board, who may by approval of the Board of Directors by resolution, drop the delinquent member from the membership roll, unless otherwise extended for good cause.

ARTICLE VIII TERMINATION OF MEMBERSHIP

SECTION 1

A membership shall terminate on occurrence or any of the following events:

- (a) Resignation of a member.
- (b) Expiration of the period of membership, unless the membership is renewed under the renewal terms fixed by the Board.
- (c) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (d) Termination of membership under Article X of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the Corporation's purpose and interests.

ARTICLE IX SUSPENSION OF MEMBERSHIP

A member may be suspended, under Article X of these Bylaws, based on the good faith determination by the Board, or a committee authorized by the Board to make such determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purpose and interests. A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE X PROCEDURE FOR TERMINATION AND/OR SUSPENSION OF MEMBERSHIP

SECTION 1

If grounds exist for suspending or terminating a member under Articles VIII and IX of these Bylaws, the following procedure shall be followed:

(a) The Board shall give the member at least 15 days' prior notice of this proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by registered mail to the member's last known address as shown on the Corporation's records or Notice sent via electronic mail shall be sent using the "notify sender of receipt &/or opening" option.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, shall report its findings to the Board of Directors at its regularly held meetings. The final decision to suspend or terminate shall be determined by the Board at its regularly held meetings and shall only occur upon the two-thirds (2/3) vote of all Directors present.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 90 days after the date of the expulsion, suspension, or termination.

ARTICLE XI MEMBERSHIP MEETINGS

SECTION 1 - MEMBERSHIP MEETINGS

(a) Membership Meetings: The Board of Directors shall hold general membership meetings or not less than one time per year.

(b) Place of Meeting: Meetings of the members may be held in person at any place within Altadena, or within close proximity thereto. Also, the meetings may be held virtually.

SECTION 2 - SPECIAL MEMBERSHIP MEETINGS

(a) Authority to Call Special Membership Meetings: The Board of Directors or the Chairman of the Board, if any, or the President, or (20) percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

(b) Calling Special Membership Meetings: A Special Membership Meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to any Officer. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article VI of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 30 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(c) Proper Business of Special Meeting: No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 3 - NOTICE

(a) General Notice Requirements: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Article XI, Section 2(b) of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state 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 notice is given.

(b) Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause.
- (2) Amending the Articles of Incorporation
- (3) Amending the Bylaws
- (4) Electing to wind up and dissolve the Corporation,

(c) Manner of Giving Notice: Notice of any meeting of members shall be in writing and shall be given at least 48 hours but no more than 30 days before the meeting date. The notice shall be given by means of written or electronic communication,

SECTION 4 - QUORUM

(a) A quorum shall constitute a simple majority of Directors in order for business at a general meeting to be conducted.

(b) At a special meeting, two thirds ($\frac{2}{3}$) of the previously stated 20 percent of members shall constitute the voting power.

SECTION 5 - VOTING

(a) Eligibility to Vote: subject to the California Nonprofit Law, members in good standing on the record date as determined under Article VI, Sections (1) and (2) of these Bylaws shall be entitled to vote at any meeting of the members.

(b) Manner of Voting: Voting may be by voice or by ballot, except that any election of directors must be by ballot, if demanded, before voting begins by any member at the meeting.

(c) Number of Votes: Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(d) Approval by Majority Vote: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Law or by the Articles of Incorporation.

ARTICLE XII BOARD OF DIRECTORS

SECTION 1 - GENERAL AND SPECIFIC POWERS

(a) General Powers. Subject to the provisions and limitations of the California Nonprofit Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or By-laws regarding action that requires approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to the general powers set forth in Article XII, Section I (a) of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- (1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees.
- (2) Prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws.
- (3) Change the principal office of the principal business office in California from one location to another.
- (4) Conduct its activities in and/or outside of California.
- (5) Designate a place in or outside of California for holding any meeting of members.

SECTION 2 - NUMBERS AND QUALIFICATIONS FOR DIRECTORS:

The authorized number of directors shall be no fewer than 7 with a maximum of 15.

SECTION 3 - RESTRICTION ON INTERESTED PERSONS:

No more than 25 percent of the persons serving on the Board may be "interested persons." An "interested person" is:

- (a) Any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and
- (b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

SECTION 4 - ELECTION OF BOARD OF DIRECTORS:

New candidates and renewing candidates for the Board of Directors shall be elected annually in November by the Membership for a term of two (2) years The newly elected Director's term

shall commence on January 1st, following approval by the Board of Directors. Term shall end at the conclusion of two years' service on December 31st. A member of the Board of Directors shall be eligible for re-election at the end of the previous term; except that the immediate past president shall automatically continue as a member of the Board of Directors for an additional year. If his/her term of office has expired, he/she will become the sixteenth (16th) Director. Directors shall be elected by the membership except for filling vacancies. All nominees shall be members of the Chamber in good standing. Directors shall be engaged, either as owner, representative, employee, or in business, profession, civic and non-profit, operating or residing in Altadena.

SECTION 5 - NOMINATIONS BY COMMITTEE:

The Chairman of the Board or, if none, the President shall appoint a committee to nominate qualified candidates for election to the Board at least 90 days (August) before the date of any election of Directors. The Nominating Committee shall make its report at least 30 days (October) before the date of the election, or at such other time as the Board may set; and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the committee.

SECTION 6 - MINIMUM REQUIREMENTS OF THE DIRECTORS:

Each Director is required to do all of the following to maintain his directorship:

- (a) be in attendance at monthly meetings, shall be no less than 50% of scheduled meetings per calendar year.
- (b) be active on at least one (1) committee per year.
- (c) participate and support Chamber's activities, to the best of the Director's ability.

SECTION 7 - NOMINEE'S RIGHT TO SOLICIT VOTES:

The Board shall formulate procedures and allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

SECTION 8 - VACANCIES ON THE BOARD OF DIRECTORS:

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors, through nomination and vote by secret ballot. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the Director's predecessor ~~in office~~.

SECTION 9 - THE RESIGNATION OF DIRECTORS:

Any Director may resign by giving written notice to the Chairman of the Board, if any, or the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Absence from three (3) consecutive Directors' meetings, without prior notification, may, upon a vote of the Board of Directors, be construed as a resignation.

SECTION 10 - QUORUM:

A majority of the authorized number of Directors shall constitute a quorum at any meeting.

ARTICLE XIII MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 - PLACE OF BOARD MEETINGS:

Meetings of the Board shall be held at any place within the town of Altadena that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

SECTION 2 - MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT:

Any Board meeting may be held by telephone conference, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all of the other members.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

The Board has adopted and implemented a means of verifying both of the following:

- (1) A person communicating by telephone, video screen or other communications equipment is a Director entitled to participate in the Board meeting.
- (2) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

SECTION 4 - SPECIAL BOARD MEETINGS

(a) Authority to Call Special Board Meetings: Special meetings of the Board for any purpose may be called at any time by request from a minimum of 25% of the current board members.

(b) Notice of Special Board Meetings: Notice of the time and place of special meetings shall be given to each Director by one of the following:

- (1) Personal delivery of written notice.
- (2) First-class mail, postage pre-paid.
- (3) Telephone, including a voice message system or other system of technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director.
- (4) Facsimile.
- (5) Electronic mail; or
- (6) Other electronic means.

Notwithstanding the above, all notices of Special Board Meetings shall be provided at least five (5) days in advance of said meeting. The person calling the Special Board Meetings shall fix the place for holding any Special Meeting called by them.

SECTION 5 - QUORUM:

A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a director has a direct or indirect material financial interest.
- (b) Approval of certain transactions between corporations having common directorships.
- (c) Creation of and appointments to committees of the Board.
- (d) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum ($\frac{1}{2}$ quorum and at least 1 additional director). ~~for that meeting.~~

SECTION 6 - ADJOURNMENT:

A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to any other time and place.

SECTION 7 - ACTION WITHOUT A MEETING:

Any action that the Board is required or committed to take may be taken without a meeting if all Board members consent in writing and/or via electronic means to the action, provided, however, that the consent of any Director who has a material financial interest in the transaction to which the Corporation is a Party and who is an "interested director," as defined in Corporations Code section 5233, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consent shall be filed with the minutes of the proceedings of the Board.

SECTION 8 - VOTING BY ELECTRONIC MAIL (NEW) - Voting by Electronic Mail: When a matter requires approval of the Board of Directors before the next regularly scheduled meeting, a Director may, at his or her discretion, request a vote by electronic email for matters requiring approval by the Board of Directors prior to the next regularly scheduled meeting. Each seated Director shall receive notification by group email from the President stating the matter to be voted upon. The notification shall state that the voting must be completed by a specified date and time, not less than two (2) business days prior to requested vote submission deadline. Each Director is entitled to cast one (1) vote by "replying to all" via email.

SECTION 9 - REIMBURSEMENT:

Directors and members of committees of the Board may receive reimbursement of expenses, as a Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

ARTICLE XIV COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1, Standing Committees - Limitation of Authority (NEW) No action by any member, committee, employee, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it has been approved by the Board of Directors. A committee shall be discharged by the President when the task(s) has been completed and report accepted or when Board determines it wise to discontinue the committee(s).

(a) Legislative and Government Affairs Committee:

This committee shall consist of a chairperson and at least two (2) members.

The Chamber will represent the interests of our members by serving as an effective advocate before local, regional, state, and federal governing bodies.

Advocacy Work Program:

- The Chamber will remain a vigilant participant in legislative, regulatory, permitting, development tax and fee proposals that can impact our membership
- The Chamber will use e-mail action alerts to mobilize the membership on important issues in an easily readable form.
- The Chamber will track issues and report to the membership-

(b) Nominating Committee:

There shall be a Nominating Committee for the Directors and for Officers. This committee shall present a slate of Directors for voting by the Membership at the November Board Meeting. The slate of Officers shall be presented for voting by the Board at the December Board Meeting.

(c) Member Services and Special Events Committee:

This committee shall consist of a chairperson and at least three (3) members. The chair may establish sub-committees as they determine necessary to meet the committee objectives.

Membership Services is responsible for increasing value to our members by serving their needs, supporting interests, and providing a forum for advice and ~~integration~~ networking through the following:

- Organize special member events and activities, including mixers, and promotional campaigns.
- Develop sponsorship packages to assist in securing financial support for the Altadena Chamber of Commerce.
- Implement and research opportunities to offer joint programs and resources through partnerships with local and state organizations, businesses, and colleges/universities to provide diverse educational opportunities to membership, including webinars and workshops.

- Facilitate collaborative endeavors among members to promote business to business interactions and support, including member-to-member mentoring programs.
- Provide membership information and initial contact with new members to foster positive relationships to ensure new members get involved and stay involved.
- Recognize important chamber and member anniversaries, such as membership date and business anniversary.

Sub-committees under Member Services

(c1) Website Committee: is responsible for keeping the pages of the website current.

(c1a) WordPress Committee falls under Website Committee, and works with an outside programmer to keep the online Membership Application current, manage the necessary plug-ins, and maintain the necessary plug-ins that process the Membership Data for the Office Manager and the Membership Directory. One Chair is responsible for both the Website Committee and the WordPress Committee.

(c2) Ambassadors: Enhance membership retention by expanding communications with Chamber members, by increasing member and community involvement, and by supporting all Chamber events and activities.

(d) Finance Committee:

This committee shall consist of a chairperson and at least two (2) members, who are responsible for recommending to the Board of Directors a yearly budget for collaboration with other standing committees. The finance committee may make recommendations on financial policy. It shall review monthly financial reports received from the Treasurer and report to the Board of Directors on the financial operations, including recommendations on how to achieve a balanced budget. It shall control the current financial operations within the limit of the total approved budget. It shall cause the books and accounts of the Chamber to be audited annually at the close of the fiscal year by an auditing committee and report the findings to the Board of Directors no later than the April Directors Meeting. The President shall appoint an audit committee of three (3). Expenditures beyond the approved budget must be submitted to the finance committee, which in turn recommends to the Board of Directors suggested actions.

Sub-committee under Finance Subcommittee

(d1) Scholarship Committee. This Committee will serve under the Finance Committee. It will establish and carry out protocol for the Marion Lee Wullschlager Scholarship Awards.

(e) Citizen & Business of the Year Committee (COY & BOY): The COY & BOY Committee is responsible for reaching out to the membership and community to solicit nominations for "Citizen of the Year" and "Business of the Year" annual awards. ACCAB (Altadena Community Center Advisory Board) Membership votes for "Citizen of the Year." The Chamber Board of Directors vote for "Business of the Year." Once the awardees have been selected, the

COY/BOY Committee writes and distributes a press release announcing the winners and providing information on the Awards Banquet.

(f) Installation & Awards Dinner Committee: The Installation & Awards Dinner Committee is responsible for planning all aspects of this annual Marion Lee Wullschlager Scholarship fundraising event - including: menu, ticket price and sales, invitations to dignitaries and requests for proclamations, coordinating the acquisition of auction items, all decorations, creating a timeline for the evening, and any other necessary details. A budget for the Installation & Awards Dinner should be presented to the Directors by the October Chamber of Commerce Directors meeting.

(g) Bylaws Committee (Ad Hoc). Periodically reviews Bylaws to ensure they are up to date and utilizing current best practices. Any Director can propose amendments. Amendments must be approved by the Board of Directors.

(h) Auditing Committee (Ad Hoc): This committee shall consist of a chairperson and at least two (2) members, who shall be members of the Board and shall be appointed at the Directors' meeting by the President. The auditing committee shall be responsible for auditing the books and accounts of the Chamber and report its findings to the Board of Directors no later than the April Directors' Meeting.

Executive Committee will identify and appoint an Auditing Committee at the first meeting in January. The Auditing Committee will commence work and report their findings at their April meeting as noted above.

ARTICLE XV OFFICERS AND DUTIES

SECTION 1 - OFFICES HELD:

The Officers of the Altadena Chamber of Commerce Board of Directors shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers will make up the Executive Board, along with the Immediate Past-President. The Immediate Past-President will serve on the Executive Board in an advisory capacity.

The Chamber Board of Directors may appoint a Chairman of the Board, one or more Vice-Presidents, or one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed under the direction of the Board.

SECTION 2 - ELECTION OF OFFICERS:

The officers of the Chamber Board of Directors, except any appointed under other sections of these Bylaws, shall be chosen by the Board and shall serve at the pleasure of the Board. The vote for officers shall take place in the December meeting.

SECTION 3 - APPOINTMENT OF OFFICERS:

The President may appoint a Parliamentarian or any other officers that the Board may require. Each appointed officer shall have a title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

SECTION 4 - REMOVAL OF OFFICERS:

The Board may remove any officer with cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers power of removal.

SECTION 5 - RESIGNATION OF OFFICERS:

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

SECTION 6 - VACANCIES IN OFFICE:

Any vacancy and any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 7 - TERM:

The term of office of all officers of the Chamber shall be for one (1) year for each position commencing on January 1st. The term of office of any officer, however, shall be subject to discontinuance at the pleasure of the Board of Directors.

SECTION 8 - RESPONSIBILITIES OF OFFICERS:

(a) President: The President shall be the general manager of the Chamber Corporation, and shall supervise, direct, and control the Chamber's activities, affairs, and officers. The President shall preside at all Members' Meetings, at all Board Meetings, and at all Executive Committee Meetings. The President shall have such other powers and duties as the Board, or the Bylaws may require. The President shall be one of three authorized signatories for Chamber accounts.

(b) Vice President: If the President is absent or disabled, the Vice shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board, or the Bylaws may require. The Vice President shall be one of three authorized signatories for Chamber accounts.

(c) Secretary: The Secretary shall keep or cause to be kept at the Chamber's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Members' Meetings. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of

the persons present at Board and committee meetings; and the number of members present or represented at Members' Meetings.

The Secretary shall keep or cause to be kept at the principal California office, a copy of the Articles of Incorporation and Bylaws as amended to date.

The Secretary shall keep or cause to be kept at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board that these Bylaws require to be given.

The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other power and perform such other duties as the Board or the Bylaws may require.

(d) Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts on the Chamber's properties and transactions. The Treasurer shall send or cause to be given to the Members or the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall be one of three authorized signatories for Chamber accounts.

The Treasurer shall:

- Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Chamber with such depositories as the Board may designate.
- Disburse the Chamber's funds as the Board may order.
- Prepare a monthly financial statement and distribute said report to all Board Members in good standing. Report shall include, but not be limited to the following:
 - o Monthly bank (all accounts) reconciliation.
 - o Monthly/YTD Income and expense statement
 - o Balance Sheet
 - o End of period A/P (Accounts Payable) Aging Report
 - o End of period A/R (Accounts Receivable) Aging Report
- Render to the President, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Chamber Corporation; and have such other powers and perform such other duties as the Board of the Bylaws may require.

(e) The Parliamentarian shall maintain order to ensure efficiency and an environment of respect. They shall refer to Robert's Rules of Order (<https://robertsrules.com/>) as needed.

ARTICLE XVI CONTRACTS AND INSURANCE

SECTION 1 - CONTRACTS WITH DIRECTORS AND OFFICERS:

No Director of this Chamber or any other corporation, firm, association, or other entity in which one or more of this Chamber's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless:

- a) The material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and noted in the minutes or are known to all members of the Board prior to the Board's consideration of such contract or transaction.
- (b) Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors;
- (c) Before authorizing or approving a new transaction, the Board considers and in good faith decides after reasonable investigation that the Chamber could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) The Chamber for its own benefit enters into the transaction, which is fair and reasonable to the Chamber at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an education or charitable program of this Chamber if it is:

- (1) Approved or authorized by the Chamber Board of Directors in good faith and without unjustified favoritism and
- (2) Results in the benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the education or charitable program of this Chamber.

SECTION 2 - LOANS TO DIRECTORS AND OFFICERS:

This Chamber shall not lend any money or property.

SECTION 3 - INDEMNIFICATION:

To the fullest extent permitted by law, this Chamber shall indemnify its Directors, officers, employees, and other persons described in the Corporations Code sections 5238a, 7237a, 9246a, including persons formally occupying any such positions, 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, including an action by or in the right of the Chamber, by reason of the fact that that person is or was a person described in that Section.

"Expenses," as used in this Bylaw, shall have the same meaning as in that Section of the Corporations Code.

On written request to the Board by any person seeking indemnification under California Corporations Code section 5238, the Board shall promptly decide under Corporations Code sections 5238 (Or any other section of the Corporation Code that would apply to nonprofit trade associations organized pursuant to IRC 501(c) (6)) whether the applicable standard of conduct set forth in the Corporations Code section 5238 has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because a number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents a formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the Members shall determine under Corporations Code section 5238 whether the applicable standard of conduct has been met, and if so, the members present at the meeting in person shall authorize indemnification to the fullest extent permitted by law and except as otherwise determined by the Board, in a specific instance, expenses incurred by a person seeking indemnification under this Section of the Bylaws and defending any proceeding covered by these Bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 4 - INSURANCE:

This Chamber must have insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XVII MAINTENANCE OF CORPORATE RECORDS

SECTION 1

This Chamber shall keep:

- (a) Adequate and correct books and records of accounts.
- (b) Written minutes and proceedings of its members, board, and committees of the Board.
- (c) A record of each member's name, address, and class of membership.

ARTICLE XVIII INSPECTION RIGHTS

SECTION 1 - MEMBER'S RIGHT TO INSPECT

(a) Membership Records: Unless the Chamber provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interests as a member:

- (1) Inspect and copy the records containing members' names, addresses and voting rights by accessing that information on the Chamber's website.

(b) Accounting Records and Minutes: On written demand of the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

(c) This Chamber shall keep at its principal California office, and on its website, copy of the Articles of Incorporations and Bylaws, as amended to the current date, which shall be open to inspection by the members.

SECTION 2 - DIRECTOR'S RIGHT TO INSPECT:

Every Director shall have the absolute right at any reasonable time to inspect the corporate records, books, documents or every kind, physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XIX REQUEST REPORT/ANNUAL REPORT

SECTION 1

The Board shall cause an annual report to be sent to the Members and Directors within 120 days after the end of the Chamber's fiscal (Jan 1 – Dec 31) year. That report shall contain the following information, in appropriate detail:

- The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds.
- Any information required under any other Sections of these Bylaws; and The Corporation's revenue of receipts, both unrestricted and restricted to particulate purposes.
- The Corporation's expenses or disbursements for both general and restricted purposes.
- An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.

ARTICLE XX CODE OF ETHICS

Altadena Chamber of Commerce (“Chamber”) Board of Directors Code of Ethics

Standards of conduct are intended to allow the Chamber Board of Directors to work together with respect to one another’s personal and legal rights, so that the Chamber’s business can be conducted efficiently and professionally. The following organizational standards, while not all-inclusive, are the principal standards in effect at the Chamber. These standards apply equally to all and are for the protection of all members, employees and Board of Directors.

Fundamental to all Chamber interactions are certain values:

- Respect for the Altadena community that we work with and serve.
- Integrity in our actions.
- Responsibility for our decisions and their consequences.

As Board of Directors we are committed to:

- Acting honestly, truthfully and with integrity in all our transactions and dealings;
- Avoiding conflicts of interest;
- Appropriately handling actual or apparent conflicts of interest in our relationships;
- Treating our members fairly;
- Treating every individual with dignity and respect;
- Treating our employees with respect, fairness and good faith and providing conditions of employment that safeguard their rights and welfare;
- Being a good corporate citizen and complying with both the spirit and the letter of the law;
- Acting responsibly toward the communities in which we work and for the benefit of the communities that we serve;
- Being responsible, transparent and accountable for all of our actions; and
- Improving the accountability, transparency, ethical conduct and effectiveness of the business community.

Acknowledgement of Receipt of the Altadena Chamber of Commerce Board of Directors Code of Conduct Policy:

By signing these Bylaws (below), I acknowledge that I have received a copy of the Altadena Chamber of Commerce Board of Directors Code of Conduct Policy (“Policy”). I understand that I am responsible for reading and abiding by the Policy. I also understand that the Altadena Chamber of Commerce has the right to change any provision of this Policy at any time and that I will be bound by any such changes.

ARTICLE XXI AMENDMENTS

SECTION 1

These Bylaws may be amended by a vote or written consent of at least two-thirds (2/3) of the Board of Directors at the time holding office provided that the amendment(s) has been established in writing at the previous meeting of the Board of Directors.

SECTION 2

Members will be notified of Bylaw changes which have been approved by the Board of Directors.

ARTICLE XXII APPLICABILITY

SECTION 1

These Bylaws become effective on date adopted by the Board of Directors, upon written approval of two-thirds (2/3) of all the members of the Board of Directors holding office at that time.

SECTION 2

These Bylaws supersede all previous Bylaws and amendments thereto, all of which are hereby repealed.

DATED THIS 5th day of December 2023 via electronic signature

DocuSigned by:



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Judy Matthews- President

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Jocelyn Ferguson- Vice President

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Craig Sloane- Treasurer

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Wendy Silva- Secretary

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Dr. Sandra Thomas- Past President/Director

DocuSigned by:



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Alan Benavente- Director

DocuSigned by:



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Larry Hammond- Director

DocuSigned by:



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Billy Malone- Director

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Diane Marcussen- Director

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Ed Meyers- Director

DocuSigned by:



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Lisa Odigie- Director

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Rebecca Rasmussen- Director

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Barbara Richardson-King Director

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Maricela Viramontes- Director

DocuSigned by:



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Ashley Watts- Director

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am duly elected and acting Secretary of the Altadena Chamber of Commerce and Civic Association, a California Non-Profit Trade Association Corporation.
2. That these Bylaws, consisting of 21 pages, are the Bylaws of the Altadena Chamber of Commerce as adopted by the Board of Directors on December 5th, 2023, and the members were notified on December 5th, 2023.
3. That these Bylaws have not been amended or modified since September 2021, IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Chamber this 5th day of December 2023, at Altadena, California.

DocuSigned by:

Wendy G Silva

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Wendy Silva, Secretary