



## **Atwater Griffith Park Chamber of Commerce Bylaws**

### *Section 1*

#### Name and Objectives

- A. Name: The name of the Corporation shall be: Atwater Griffith Park Chamber of Commerce.
- B. Objectives: The objectives of this Corporation shall be:
1. Those set forth in its Articles of Incorporation
  2. To encourage an environment friendly to small businesses within Atwater Village and adjacent communities.
  3. To actively promote business districts and businesses in the greater Atwater Village community.
  4. To actively represent and advocate the wide-ranging concerns of Atwater Village businesses to Local, State, and Federal government

### *Section 2*

#### Administration

The affairs of this Corporation shall be administered by a Board of Directors consisting of, at least, twelve (12) members, who shall be elected by the regular members of this Corporation and each member of said board shall be a regular member of this Corporation.

There may also be such additional Boards or Committees as shall be determined from time to time, consisting of those persons who may be selected therefore, and invited to become members thereof by the Board of Directors.

### *Section 3*

#### Officers

Its officers shall consist of a President, one or more Vice-President's, a Secretary, a Treasurer, and such additional officers who shall be appointed or elected by the Board of Directors.

*Section 4*

President

The President shall preside over all meetings of the Board of Directors or designate, at will, a director to preside in his/her place. He shall also have such other powers and perform such other duties as may be required of him, from time to time, by the Board of Directors. He may appoint such committee or Committees and define the duties of such committees. He shall be elected from, and be a member of, the Board of Directors.

*Section 5*

Executive Director

The Executive Director shall be a hired employee and have full power in the management and affairs of the Corporation ; he shall set and establish all policy of the Corporation and/or other functions or activities by or under the direction of this Corporation, subject to the approval of the Board of Directors; he shall have charge and control of all employees and premises of the Corporation he shall direct all affairs of the Corporation, and in general have full and active charge of the business and affairs thereof. He shall have such other power and duties as shall from time to time be determined by the Board of Directors.

*Section 6*

Vice-Presidents

The Vice-Presidents shall, in the order of their seniority, in the absence of the President, perform all of the duties and have all the powers of the President. They shall also have such other powers and perform such other duties as shall be assigned to them by the directors. Each Vice-President shall be elected from and be a member of the Board of Directors.

*Section 7*

Secretary and Assistant Secretaries

- A. Secretary: The Secretary shall keep a record of the proceedings of the Board of Directors and of the members and directors. He shall keep the corporate seal; fill out and countersign all certificates issued and make proper entries in the books of the Corporation. He shall keep proper documentation of all memberships. He shall serve all notices required by law or the bylaws of the Corporation and in case of his absence, refusal or inability to act, his duties may be performed by any person whom the Board of Directors may direct.

- B. Assistant Secretaries: There may be one or more Assistant Secretaries appointed by the Board of Directors. They shall, in the order of their seniority, in the absence of the Secretary, perform all of the duties and exercise all the powers of the Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

## *Section 8*

### Treasurer and Assistant Treasurers

- A. Treasurer: The Treasurer shall be elected by the Board of Directors, and may hold other offices in the Corporation. His duties shall be such as are implied by the same. He shall furnish, prepare and keep a full set of books of account, showing every detail of the business and the Corporation's accounts, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the Corporation or owing to it, and such other information as may be, in the judgment of said Treasurer, pertinent, or such as may be required by the Board of Directors.
- B. Assistant Treasurers: The Assistant Treasurers, in the order of their seniority, shall have all powers and duties of the Treasurer in the absence or disability of the Treasurer. They shall have such other powers and duties as may be assigned or delegated from time to time by the Board of Directors.

## *Section 9*

### Powers of Directors

- A. General Powers of Directors: The Board of Directors shall have the management of the business of the Corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these bylaws, may exercise all of the powers of the Corporation.
- B. Specific Powers of Directors: Without limiting such general powers, it is hereby expressly declared that the directors shall have the following powers:
  - 1. To adopt and alter a common seal of the Corporation.
  - 2. To make and change regulations consistent with these bylaws, for the management of the Corporation's business and affairs.
  - 3. To appoint and remove, by a two-third (2/3) majority vote, all officers, agents and employees of the Corporation, prescribe their duties; fix their compensation and require from them security for faithful service, if they so deem necessary, and in their discretion, from time to time, to dissolve power and duties of any officer upon any other person for the time being. To request by two-third (2/3) majority vote of the board, of any director, his resignation from the board for valid reason. If said director refuses, the board may demand resignation.

4. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary , and determine their duties and fix, and from time to time change, their salaries or remuneration.
  5. To pay for any property purchase by the Corporation, either wholly or partly in money, bonds, debentures or other securities of the Corporation.
  6. To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trusts, trust agreements and to do every act and thing necessary to effectuate the same.
  7. To designate from time to time, the time and place of its meetings or to authorize the President so to do. To appoint such committee or committees on any subject within the powers of the Corporation's Articles of Incorporation and to define the powers and duties of such committee.
  8. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the Corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.
- C. Compensation of Directors: Directors shall not receive any stated salary for their service as directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity.

## *Section 10*

### Committees

- A. The Board of Directors may, by resolution or resolutions, passed by a majority of the board, or the Executive Director, upon authority conferred upon him by the Board of Directors, designate and appoint such committees on any subject within the powers of the Corporation; such committee or committees to have such powers; to exercise such duties or to perform such services as may be prescribed, from time to time, by the Board of Directors and/or by the Executive Director, upon authority conferred upon him by the Board of Directors. Such committee or committees shall have such name or names as may be stated in these bylaws, or as may be determined from time to time, by resolution adopted by the Board of Directors.
- B. Each committee shall, from time to time, provide a report of their activities and actions to the Board of Directors. Committee reports can be submitted in writing, by electronic mail, or orally during a regular scheduled meeting. All committee reports submitted to the Board of Directors will be included in the minutes of the next regular scheduled meeting, except those submitted orally. The Board of Directors may, from time to time, request specific or all committees to take minutes of their proceedings.

*Section 11*

Memberships

- A. Memberships in this Corporation shall consist of Regular Members and such other honorary, sustaining or other members as may from time to time be provided by the Board of Directors when made part of these bylaws.
- B. Regular memberships shall not be limited in number and shall consist of those persons, businesses and/or corporations who engage in business activity within or immediately adjacent to the Atwater Village area. A regular member must have and maintain a valid business or professional license and be located in/immediately adjacent to, or do substantial business in, the Atwater Village area. Furthermore, a regular member may also be a representative of a large corporation with sales in the excess of a million dollars with a location in, or adjacent to, the Atwater Village area. The member corporation must pay the dues and employ this representative. Persons owning commercial real estate, or owning controlling interest in a corporation or trust owning commercial real estate also qualify as regular member. Each regular membership shall entitle the holder thereof to one vote at all meetings of members of this Corporation.
- C. Honorary, sustaining or other memberships shall consist of those persons, firms, associations or organization affiliated with Corporation or its activities and as may be more specifically provided thereof, from time to time, by the Board of Directors and amendment of these bylaws. No such membership shall however, at any time be entitled thereby to vote at any meeting of the members of this Corporation.
- D. Any member may from time to time submit in writing any topics or interest for consideration to the Board of Directors.

*Section 12*

Membership Fees

The Board of Directors may from time to time determine whether or not there shall be any membership fees or dues by any class or classes of membership of this Corporation, and to fix and determine the amount thereof.

*Section 13*

Meeting of Members and General Elections

- A. There shall be an annual meeting of the regular members of this Corporation, to be held in the City of Los Angeles, Atwater Village area in late spring or early summer of each year.

At each annual meeting of regular members of this Corporation, there shall be elected twelve (12) members of the Board of Directors of this Corporation for a one year term, at which meeting, each regular member shall be entitled to one vote, and at which meeting such other business may be transacted as may be found, from time to time, necessary, desirable or useful.

At least thirty (30) days prior to the annual meeting the Board of Directors will adopt new or reaffirm the previous year Election Procedures. The Election Procedures will clearly outline all aspects of the annual meeting election, including but not limited to, process and remedies to address a challenged election.

The newly elected Board of Directors will be installed no later than sixty (60) days after the annual meeting election.

Special meetings of the regular members of this Corporation may be called and presided by the Presidents or any two (2) directors, from time to time, or may be called by any director of this Corporation for the purpose of electing members of the Board of Directors, in the event, for any reason, vacancies shall occur in the board reducing the number thereof to less than a quorum.

Notice of the call for any annual, special or other meetings of the regular members of this Corporation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each regular members not less than five (5) days prior to the date of the holding of such meeting, whether annual or special.

- B. There may be other meeting of all members of this Corporation, whether regular or otherwise, at which meeting any action may be taken, as the Board of Directors of this Corporation may determine necessary, advisable or useful. No election of directors of this Corporation shall occur at such meetings, except when expressly allowed by the Election Procedures.

## *Section 14*

### Termination of Membership

- A. Any member, regular or otherwise, may terminate his membership at any time upon delivery to the Secretary of this Corporation, the effective date of such resignation.
- B. The Corporation, at its option, may terminate any membership of whatever class for any infraction of the bylaws, rules, and/or regulations of this Corporation, or for other good and valid reason, as the Board of Directors of this Corporation shall determine.
- C. All memberships, of whatever class, shall be for the life of such member or until otherwise terminated.

*Section 15*

Liability of Members

No member of this Corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this Corporation.

*Section 16*

Honorary, Sustaining, or Other Members

The Board of Directors shall have power to admit by invitation as honorary, sustaining or other members of this Corporation and for such period as they may elect, such persons of prominence or note, as it may think proper, or such person that may render this Corporation any single benefit or service which it may wish to recognize in this manner and to renew such invitations at its discretion. Such members' shall enjoy such privileges and benefits as may be determine by the Board of Directors, except that they shall not vote or hold office.

*Section 17*

Donations

This Corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decide from time to time by the Board of Directors.

*Section 18*

Certificates of Memberships

- A. Certificates of Membership: Certificate of Membership, with the seal of the Corporation affixed, signed by the President or Secretary of such other officers as may be designated by the Board of Directors, shall be issued to each member certifying the class of membership held by him or it in the Corporation.
- B. Lost Certificate: A new certificate of membership may be issued in the place of any certificate theretofore issued by the Corporation, alleged to have been lost or destroyed, and the directors may, in their discretion, require the owner of any such lost or destroyed certificate to comply with such rules and regulation as they make from time to time in connection therewith.
- C. Transfer of Certificates: Certificates of Membership in this Corporation shall not be transferable.

Section 19

Miscellaneous Provisions

- A. Corporate Seal: The Corporate seal of the Corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the Corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.
- B. Principal Office: The principal office shall be established and maintained in the City of Los Angeles, in the community generally known as Atwater Village.
- C. Other Offices: Other offices of the Corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the Corporation may require.
- D. Checks, Drafts, Notes: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation for all debts of the Corporation shall be signed by the President and countersigned by the Secretary or Treasurer or by such officers as shall from time to time be determined by the Board of Directors.
- E. Notice and Waiver of Notice: Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given via regular postal mail, addressed to the person entitled thereto at last known postal address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these bylaws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.
- F. Assent to Meeting: Any action of the majority of the Board of Directors of this Corporation, although not at a regular called meeting and the record thereof if assented to in writing by the majority of the Board of Directors, shall always be as valid and effective in all respects as if passed by the board at a regular meeting. This includes "Assent" by electronic mail, fax, and other forms of "electronic writing" that is frequently used by the majority of the Board of Directors. All action taken under this provision will be included in the minutes of the next regular scheduled meeting.
- G. Non-Discrimination: This Corporation will prohibit any policy, action, resolution, or activity that will result in discrimination against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, income, or political affiliation.
- H. Grievance Clause: Any grievance arising from these bylaws, the interpretation of them or action taken from it will be resolved by majority vote by the Board of Directors at a special or regular meeting. No action will be taken without a formal written complaint outlining said grievances by the individual or group seeking resolve. The written complaint must be directed to the President. A copy of the

written complaint will be forwarded to the Board of Directors at least five (5) days prior to discussion at a special or regular meeting.

- I. Board of Directors Attendance Clause: Any member of the Board of Directors may be removed by majority vote if he/she fails to attend three (3) consecutive regular meetings, or, will be automatically removed without discussion or vote if he/she fails to attend a total of seven (7) regular meetings, consecutive or otherwise, during his/her one year term. When required, discussion and vote for removal will automatically occur at the ensuing regular meeting. The Board of Directors may, from time to time, select to not to remove said board member for any grounds or reason, except when a board member fails to attend a total of seven (7) regular meetings, consecutive or otherwise.

## *Section 20*

### Fiscal Year

Fiscal Year: The fiscal year of this Corporation shall be the calendar year.

## *Section 21*

### Amendments

Amendment of Bylaws: The regular members, by the affirmative vote of the holders of quorum or the majority of the attendance, whichever is greater or, the directors, by the affirmative vote of a majority of the directors, may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these bylaws.

## *Section 22*

### Definitions

- A. Quorum Directors Meetings: A quorum of the Board of Directors as referred to in these bylaws shall consist of at least a majority of board members in good standing, not including vacancies.
- B. Meetings of Regular Members: A quorum of the regular membership meetings shall consist of thirty-three percent (33%) members in good standing.
- C. Gender: The term "HE" constitutes he or she, whoever shall be holding that office.
- D. Atwater Village Area: A city of Los Angeles community identified by the following boundaries; North – 134 Freeway including Griffith Park, East - Railroad tracks (Los Angeles/Glendale boundary) south to Casitas Ave. and the Los Angeles River, West - 5 Freeway, including the Los Angeles River and

Atwater Griffith Park Chamber of Commerce

Griffith Park, South - Casitas Ave. south of the 2 Freeway to the Los Angeles River.

- E. Election Procedure: Binding rules adopted by the Board of Directors that outline all aspects of the annual meeting elections. Once adopted they can not be changed except by the newly elected Board of Directors.
- F. Majority Vote: The term “majority vote” constitutes a majority vote of the members of the board or committee in good standing, not including vacancies.