

**BYLAWS**  
**OF**  
**THE TOLUCA LAKE CHAMBER OF COMMERCE**

**INTRODUCTION**

**Section 1:     **NAME****

This organization is incorporated under the laws of the State of California and is named the TOLUCA LAKE CHAMBER OF COMMERCE, and is also referred to hereinafter as the "Chamber".

**Section 2:     **PURPOSE****

The general purpose of the Chamber is the preserving and enhancing of the competitive economic system.

The specific objectives of the Chamber are as follows:

- a.     Educating both the business and non-business communities in matters that directly impact the growth and development of Toluca Lake business establishments.
- b.     Undertaking positive programs designed to enhance the growth and development of the Toluca Lake business community.
- c.     To promote awareness of and encouraging the patronizing by the non-business community of the business establishments in the Toluca Lake area.
- d.     To promote the business and personal relationships among those actively engaged in business in the Toluca Lake area.
- e.     To promote friendly relationships between those residing in the residential areas of Toluca Lake with those conducting business therein.
- f.     To provide assistance to the business establishments in the Toluca Lake area.
- g.     Perform charitable acts in order to assist the needy in the Toluca Lake area.

**Section 3:     **AREA****

The economic region, also referred to as the "Toluca Lake Economic Region", served by the Toluca Lake Chamber of Commerce commences at the junction of the Los Angeles River and Barham Boulevard, then follows Barham Boulevard south to the intersection of Cahuenga Blvd W, then west along Cahuenga Blvd W/Ventura Blvd to Vineland Avenue, then proceeding north along Vineland Avenue to Magnolia Boulevard, then east on Magnolia Boulevard into Burbank to Hollywood Way, then south on Hollywood Way to that point where Hollywood Way and Forest Lawn Drive would

intersect were the street extended through Warner Bros Studio and over the Los Angeles River, then east and west on Forest Lawn Drive so as to encompass Griffith Park and both the north and south sides of Forest Lawn Drive then back to Barham Boulevard, and it's junction with the Los Angeles River.

**Section 4:      LIMITATION OF METHODS**

The Toluca Lake Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations as defined in section 501(C)(4) of the Internal Revenue Code.

**ARTICLE I**  
**MEMBERS**

**Section 1:      QUALIFICATIONS**

Any person or entity (i) engaged in business in the Toluca Lake area, (ii) residing in the Toluca Lake area or (iii) having an interest in the growth, development and welfare of the Toluca Lake community.

**Section 2:      MEMBERSHIP**

Any eligible applicant, upon presenting a duly completed application form along with payment of current dues, shall be automatically entitled to membership provided, however, such applicant may upon a two-third vote of the directors present at a meeting duly called and held may for good cause deny membership to the applicant.

**Section 3:      FORM OF APPLICATION**

All applicants for membership shall be in writing in a form and content as required by the Board of Directors, which form shall contain a clause binding the applicant to conform to the Articles of Incorporation and Bylaws of this corporation.

**Section 4:      FILING OF APPLICATIONS**

All membership applications along with the current dues payment shall be first filed with the Secretary of the Chamber who shall then present said application and dues payment to the Board of Directors for review and consideration at the next regular meeting or special meeting duly called. Unless the applicant is denied membership as provided in Section 2 above, the Secretary shall forthwith issue to the applicant a Certificate of Membership signed by the President and Secretary and with the seal of the Chamber affixed thereto.

**Section 5:      TRANSFER OF MEMBERSHIP**

Membership in this Chamber shall not be transferable.

**Section 6: RESIGNATION**

A member may, by the filing of a written notification with the Secretary, resign from the Chamber. Neither the filing of such resignation nor the acceptance by the Board of Directors shall constitute a waiver of any existing claim of indebtedness by such member to the Chamber.

**Section 7: SUSPENSION OF MEMBERSHIP**

A member may be suspended from membership for a period of no greater than one year or expelled from the Chamber for failure to abide by the Articles of Incorporation and Bylaws or for any other act detrimental to the interests of the Chamber. Such suspension or expulsion shall be effective only upon a two-thirds (2/3) vote of the Board of Directors at a meeting duly called and held with such member being given at least seven (7) days' written notice thereof, along with an invitation to attend said meeting and to express any objections to the suspension or expulsion.

A member shall have the right to appeal to the membership of the Chamber at its first regular meeting or special meeting duly called thereafter from the action of said Board of Directors and ask to be reinstated. If the Chamber, through its membership, by majority vote of those present, disapproves of the action of the Board, he or she will be reinstated.

**Section 8: SUSPENSION FOR NON-PAYMENT OF DUES**

Any member, whose dues remain unpaid for a period of ninety (90) days from the due date, automatically shall be suspended, and notice of this section of the Bylaws shall be forwarded to his or her last known address by the Secretary.

Upon payment of the dues within one hundred twenty (120) days from due date, such member shall be reinstated, but if not so paid, he or she shall forfeit his or her membership and shall be dropped from the roll.

**Section 9: TERMINATION**

All rights and privileges of the members in the Chamber shall cease on death or the termination of membership as herein elsewhere provided.

**Section 10: VOTING**

Each member who is in good standing as of the time of any meeting shall be entitled to one (1) vote. Voting by proxy is not permitted. Voting by e-mail and telephone voting is allowed on a case-by-case basis.

**Section 11: ANNUAL MEETING**

An annual meeting of members shall be held once a year at a time and place determined by the Board. Notice of the time and place will be delivered to the members

at least 10 days prior to the date of the meeting in the manner deemed to be appropriate by the Board.

**Section 12: SPECIAL MEETING**

Special meetings of members may be held at any time or place upon the call of the Board of Directors or the President. Additionally, the Board of Directors shall make such call upon the written request of ten percent (10%) of the members of the Chamber in good standing on the first of the month proceeding the request for such call. Notice of any such special meeting must be given to the members in the manner deemed appropriate by the Board but at least ten (10) days prior to the date of such meeting and shall specify the purpose or purposes for which any special meeting is called.

**Section 13: QUORUM**

Ten percent (10%) of the members in good standing shall constitute a quorum for any purpose at any regular or special meeting of the members, and a majority vote of members present shall be required to pass any matter brought before such meeting. For purposes of determining a quorum, Officers are not counted as members.

**Section 14: ANNUAL DUES; CONTRIBUTIONS**

The Board of Directors shall establish the annual membership dues, which may vary as to different membership classifications.

The Board of Directors may solicit and/or accept contributions to help finance the work of the Chamber. To the extent the contributions are earmarked for a specific purpose, the Chamber will cause the contributions to be placed in a separate bank account until the purpose is fulfilled.

**Section 15: HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**ARTICLE II**  
**DIRECTORS**

**Section 1: QUALIFICATIONS**

Any person who has been a member in good standing of this Chamber for at least one (1) year prior to his or her nomination shall be qualified to serve as a Director of this Chamber.

**Section 2: NUMBER OF DIRECTORS**

The number of Directors of this Chamber shall be between seven (7) and fifteen (15) as determined by the Board of Directors.

**Section 3: TIME AND MANNER OF CHOOSING DIRECTORS**

One-third (1/3) of the Board shall be elected annually for a term of three (3) years, by the membership at large.

**Section 4: ELECTION OF DIRECTORS**

(a) **Nominating Committee:** At the September regular meeting of the Board of Directors, the President will appoint a Nominating Committee composed of no less than three (3) members. In addition to these presidential appointees, the Board of Directors, at that meeting, may elect additional members to that Nominating Committee. No person who is or may become a candidate for election may serve on the Nominating Committee.

(b) **Report of the Nominating Committee:** The Nominating Committee shall within twenty five (25) days of the above described Board of Directors' meeting present to the President a slate of candidates equal to the number of seats to be elected to serve three (3) year terms. Each candidate must sign a statement accepting the responsibility of Directorship.

(c) **Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of the persons nominated as candidates for Directors as well as the right to make further nominations by petition.

(d) **Nominations by Petition:** Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

(e) **Determination:** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular Board Meeting in November.

If legal petition shall have presented additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for no greater number of candidates than the number of seats open for election. The President shall mail this ballot to all active members at their last known address at least fifteen (15) days before the regular November meeting of the Board of Directors.

The ballots shall be marked in accordance with instructions printed on the ballot

and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular Board meeting in November, declare the candidates with the greatest number of votes elected to the available seats.

**Section 5: EX-OFFICIO DIRECTORS**

The Board of Directors from time to time may elect Ex-Officio Directors, who shall be representative of special constituencies like the Mayor of the City of Los Angeles or the Councilperson or legislative representatives for the area or a representative of a significant business or non-profit organization of the area. An Ex-Officio Director shall serve at the pleasure of the Board of Directors but shall cease to be a Director if he or she ceases to hold the position for which he or she is elected. Ex-Officio Directors shall not be counted for quorum purposes, and shall not have a vote. The President or presiding officer at a meeting of Directors, at his or her discretion, may close the meeting and exclude all Ex-Officio Directors.

**Section 6: TERM OF OFFICE**

The term of office shall commence in January of each year and shall continue for three (3) years or until a successor director assumes the directorship, whichever is the last to occur.

**Section 7: ANNUAL ORGANIZATION MEETING**

Each year after the annual election of said directors takes place, the Board of Directors shall elect and shall transact such other business as may properly come before the Board.

**Section 8: OTHER REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held monthly at a time and place to be fixed from time to time by the Board of Directors and all said meetings shall be open to all active members of the Chamber, except that from time to time, if the Board deems necessary, the closed session will be held for discussion of confidential business.

**Section 9: SPECIAL MEETINGS**

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if the President is absent or unable or refuses to act, by the Vice President. Notice of special meetings shall be given at least thirty-six (36) hours prior to holding the meeting. Written waiver of notice of special meetings shall be equivalent of prior notice. Special meetings may be held at any place in the Toluca Lake area. The form of notice shall be noted in the records of each special meeting. All special meetings must be conducted within the boundaries of the "Toluca Lake Economic Region" as defined by the Toluca Lake Chamber by-laws.

**Section 10: QUORUM**

A majority of directors elected and serving (except Ex-Officio directors) shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of those present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by these Bylaws.

**Section 11: VACANCIES**

Upon the death, resignation, or inability to act, of any member of the Board of Directors, creating a vacancy in the said Board, a majority of the remaining members thereof, shall elect a member in good standing to fill such vacancy, who shall serve the unexpired term of the Director causing the vacancy.

**Section 12: REMOVAL OF DIRECTORS**

Any director may be removed from office by a majority vote of the entire Board of Directors at any regular or special meeting of the Board called for that purpose. (As an example, if at the time there are thirteen (13) members on the Board but only eight (8) are in attendance at the meeting, not counting in each case Ex Officio directors, so a quorum would be present, it would require the affirmative vote of seven (7) of the eight (8) Directors present to remove a Director from office.) Any Director, except an Ex-Officio director, with an unexcused absence for three (3) consecutive Board meetings or for a total of five (5) meetings during a calendar year shall be removed and that seat declared vacant.

**Section 13: POWERS, DUTIES AND COMPENSATION OF THE BOARD OF DIRECTORS**

The directors shall serve without compensation, but may be reimbursed for all money necessarily expended by them on behalf or for the benefit of the Chamber.

**ARTICLE III**  
**OFFICERS**

**Section 1: DETERMINATION OF OFFICERS**

A nominating committee of Officers and available Directors seats shall be appointed by the President of the current year at the regular September meeting of the Board of Directors. In addition to the presidential appointees, the Board of Directors may also elect additional members to such Nominating Committee. At the annual organization meeting described in Article II, Section 7, above, the Board shall elect a President, Vice President, Chief Financial Officer and a Secretary. All officers, commencing March 1 of each year, shall serve for a term of two (2) years, or until their respective successor assumes the duties of office. The President may only serve for two (2) terms, but may thereafter hold another office, and may be elected President again after one or more persons have served a term as President. All officers of this Chamber shall be chosen

from members of the Board of Directors.

**Section 2:      REMOVAL AND RESIGNATION**

Any elected officer may be removed, either with or without cause, by two-thirds (2/3) vote of the directors present at a regular or special meeting of the Board called for removal of said officer. Before any elected officer may be removed from office, he or she must be given at least ten (10) days written notice of the time and place of said meeting, and offered a right to speak on his or her behalf, submit witnesses, and question the accusations made against him or her.

An officer may resign at any time by giving written notice to the Board of Directors or to the President of the Chamber. Any such resignation shall take effect upon the acceptance thereof by the Board of Directors.

**Section 3:      VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by election duly called and held.

**Section 4:      PRESIDENT**

The President shall be the Chief Executive Officer of the Chamber and shall, subject to the general control of the Board of Directors, have general supervision, direction and control over the business and office of the Chamber. He or she shall preside at all meetings of the Board of Directors and all special membership events. He or she shall be ex-officio a member of all standing committees, including the Executive Committee and shall have the general powers and duties of management usually vested in the office of President, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. Additionally, he or she shall appoint all discretionary committees, and select all discretionary and standing committee leaders and committee members subject to the approval of the Board of Directors.

**Section 5:      VICE PRESIDENT**

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

**Section 6:      CHIEF FINANCIAL OFFICER**

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Chamber, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital surplus, etc. The books of account shall at all times be open to inspection by any directors.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Chamber with such depositaries as may be designated by the



Board of Directors. He or she shall disperse the funds of the Chamber as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer and the financial condition of the Chamber, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**Section 7:     **SECRETARY****

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of members present and the proceedings thereof

The Secretary, or designee, shall give, or cause to be given, notice of all meetings of the members and the Board of Directors required by the Bylaws or by law, and he or she shall keep the seal of the Chamber in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

**Section 8:     **IMMEDIATE PAST PRESIDENT****

(a) The Immediate Past President, whether or not his or her term as a Director has expired or terminated by resignation, shall automatically be appointed to the office of Immediate Past President for a term of two years or until his or her successor assumes the duties of such office. While holding such office, an Immediate Past President, whose term as an elected member of the Board of Directors has expired or terminated by resignation, shall remain as a voting member of the Board, with the Board membership during such term being deemed increased by one Director.

(b) The Immediate Past President shall: (i) assist, train, guide the officers in their duties, (ii) act along with the President as the goodwill ambassador of the Chamber, (iii) perform such other duties as may be assigned by the President.

(c) Should the Immediate Past President not then be in good standing as a member of the Chamber or otherwise unable or fails to act in the office of Immediate Past President, then the next preceding available Past President shall be appointed to the office.

**ARTICLE IV**  
**COMMITTEES**

**Section 1:     **COMMITTEES****

Practically all important questions and activities coming before the Chamber of Commerce shall be referred to committees for investigation and their findings and recommendations shall be reported to the Board of Directors. In addition to the standing committees provided for in these Bylaws, the Board of Directors shall have power to create additional committees with such powers and responsibilities as the Board shall

determine. No committee shall have the power to act without being granted that power specifically by the Board of Directors. No committee shall ever deliver to any person, firm or corporation, any written or verbal endorsement of any proposition or project. Only the Board of Directors shall promulgate any such recommendation or endorsement.

**Section 2: EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors when that Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, the Immediate Past President, the Chief Financial Officer and the Secretary. The President will serve as the head of the Executive Committee.

**ARTICLE V**  
**MISCELLANEOUS**

**Section 1: CONTRACTS, ETC., HOW EXECUTED**

The Board of Directors, except as the Bylaws or the Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officers, agent or employee shall have any power or authority to bind the Chamber by any contract or agreement or to pledge its credit to render it liable for any purpose or to any account.

**Section 2: INSPECTION OF BYLAWS**

The Chamber shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary. The Bylaws shall be open to inspection by the members' at all reasonable times during office hours.

**Section 3: CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Chamber, shall be signed or endorsed by such person or persons in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

**Section 4: ANNUAL FINANCIAL REPORT**

The Board of Directors shall cause an annual financial report to be compiled which shall be made available to the Board and to the membership. A copy of this report shall be promptly sent to any member who sends a written request for it.

**Section 5: CORPORATE FUNDS**

The funds of this Chamber shall be deposited from time to time as received in such depository as the Board of Directors may select. If the Board of Directors shall fail to designate a depository or depositories, the funds may be deposited in any depository selected by the President. Funds unused from the current year's budget will be placed in a reserve account.

**Section 6: MEETING PROCEDURES**

"Roberts Rules of Order" (revised), shall be the rule of authority on all matters of parliamentary law arising at any meeting of the members or of the Board of Directors of the Chamber.

**Section 7: NOTICES**

Whenever notice is required by law, or by the Articles of Incorporation, or the Bylaws, to be given to the members of the Chamber, or the members of any committee, or to the Board of Directors itself, it shall be sufficient compliance with the requirements if said notice is deposited in any United States mail depository addressed to the member at his last registered business or residence address with postage thereon fully prepaid. Members shall advise the Secretary of any change of address.

**Section 8: SEAL**

The Chamber shall have a common seal consisting of two concentric circles with the words "Toluca Lake Chamber of Commerce" and the words and figures "Incorporated, California, June 17, 1952" in the form and figures.

**Section 9: USE OF FUNDS; DISSOLUTION PROCEDURE**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in those Bylaws, and no part of said funds shall inure, or be distributed to any private individual or organization. Upon dissolution, the funds of the Chamber shall be distributed to one or more regularly organized and qualified Chamber of Commerce organizations serving the area and having an IRS Section 501(c)(6) exemption, or if none is available, then to one or more charitable, educational, scientific or philanthropic organizations as defined in IRS Section 501(c)(3) serving the area. The Board of Directors shall select these organizations.

**Section 10: MAINTENANCE AND INSPECTION OF CHAMBER RECORDS**

The Chamber's books and records of account and minutes of the proceedings of its members, Board of Directors, and committees of the Board shall be kept at the principal office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted into written form. The minutes and books and records of account shall be open to inspection upon the written demand of any member at any reasonable time

during office hours, for a purpose reasonably related to the member's interest as a member.

**Section 11: WHO MAY INSPECT**

Any right of inspection by a Director or member stated in these Bylaws includes the right to copy and to make extracts of the records inspected and to inspect in person or by agent or attorney. Any records requested for inspection shall be made available in written form, on reasonable notice if not maintained in written form.

**Section 12: INDEMNIFICATION**

The Chamber shall have the power, subject to the provisions of the California Corporations Code, to indemnify a corporate Director, officer, employee or other agent of the Chamber, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in the defense by that person of any action or threatened legal action arising by reason of the fact that such person is or was an agent of the Chamber.

**ARTICLE VI**  
**Riverside Drive Median**

**Preamble: LOCATION AND RESPONSIBILITY**

The traffic median on Riverside Dr and Ledge Ave "belongs" to the Toluca Lake Chamber of Commerce. Years ago, when the traffic median on Riverside Dr fell into disrepair, the Toluca Lake Chamber of Commerce, in connection with other community service clubs in the Village, committed to a project to beautify the median. In order to be allowed to improve the median, the Chamber agreed to be responsible for the maintenance of the property in perpetuity and in return was "given" the median. The Chamber has a certificate from former Los Angeles CD-4 Councilman Tom LaBonge certifying that the Toluca Lake Chamber of Commerce exclusively has control of the median.

**Section 1: ADVERTISING AND PROMOTION**

No advertising and/or promotional material may be placed on the median by any organization for any purpose.

No advertising and/or promotional material may be placed on the median without the consent of the Board of Directors of the Toluca Lake Chamber of Commerce obtained before the placement of anything.

**Section 2: CHAMBER EXCEPTION**

It is agreed that the Toluca Lake Chamber of Commerce, with the annual consent of the Board of Directors, may place banner advertising on the median for events that the Chamber produces and is further limited to only the annual Holiday Open House and annual Fire Service Day Pancake Breakfast. The advertising can be put up no more than

15 days before the event and any advertising and support material, must be removed within 3 days after the event.

**ARTICLE VII**  
**AMENDMENTS**

**Section 1:     **POWER OF MEMBERS TO AMEND****

New bylaws may be adopted or these Bylaws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the Chamber or by the written assent of such members.

**Section 2:     **POWER OF DIRECTORS TO AMEND****

These Bylaws, as well as being amended by the members as provided in Section 1 above, may also be amended by a majority vote of the entire Board of Directors (except Ex-Officio Directors).

**THIS IS TO CERTIFY:**

That I am duly elected, qualified and acting Secretary of the above-named Chamber; that the foregoing Amended Bylaws were adopted as the Bylaw of said Chamber on this \_\_\_\_ day of \_\_\_\_\_, 2018, by the persons duly elected to act as the Directors of said Chamber and they have not since been amended or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Secretary, Toluca Lake Chamber of Commerce