



Revised: June 1, 2020

**ARTICLE I
NAME**

The name of this organization is: “Malibu Chamber of Commerce”, and shall be referred to herein as the “Chamber of Commerce” and/or the “Chamber”.

**ARTICLE II
LOCATION**

The business office of the Malibu Chamber of Commerce shall be located within the City of Malibu, County of Los Angeles and State of California.

**ARTICLE III
OBJECTIVES**

The Malibu Chamber of Commerce is organized to advance the general welfare and prosperity of the Malibu Area and vicinity so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and education interests of Malibu and its vicinity.

**ARTICLE IV
MEMBERSHIP**

Section 1. Classifications of membership:

- a. **Regular Membership** A “regular member” of the Malibu Chamber of Commerce shall be entitled to all privileges of membership in the Chamber including voting and the holding of office and such membership shall be limited to any actual person, and to any partnership, corporation, firm, trust, estate or other entity engaged in business in Malibu or its vicinity.

- b. **Affiliate Membership** An affiliate member of the Malibu Chamber of Commerce shall be entitled to all privileges of membership in the Chamber of Commerce excepting the right to vote or to hold office and such membership shall be limited to natural persons or entities such as non-profit, civic and governmental organizations which do not own or operate a business in Malibu or vicinity. Such membership shall also be open to all exhibitors of the Malibu Art Festival whose work has been deemed appropriate and accepted by the screening committee of the Malibu Art Festival.

Section 2. Eligibility for Membership:

Any natural person and any entity engaged in business or residing in Malibu or its vicinity and interested in the development and general welfare of Malibu in accordance with the objectives of the Chamber of Commerce shall be eligible for membership. However, any entity other than a natural person shall be represented by one (1) individual designated in such entity's application for membership. Such individual, as a representative of the member entity, shall have the right to vote on all matters properly before the membership for consideration, to sit as a member of the Board of Directors, and to hold office as an officer of the Chamber of Commerce. The member entity shall have the right, upon providing written notice to the Executive Director, to change its representative at any time, and from time to time, as such member entity may desire. If an entity ceases to be a member of the Chamber of Commerce for any reason, the membership of its designated representative shall likewise cease.

Section 3. Application:

Application for membership shall be in writing, shall name the individual representative for the entity concerned and shall be accompanied by advance payment of dues. The Board of Directors must approve all applications for membership.

Section 4. Dues:

The annual dues for membership (and the due dates thereof) shall be determined by the action of the Executive Committee, subject to ratification by the Board of Directors.

Section 5. Resignations:

Any member, upon written notice to the Board of Directors, may resign from the Chamber of Commerce. No resigning member shall be entitled to the return of all or any portion of dues paid prior to the date of resignation.

Section 6. Delinquency:

Any member whose dues remain unpaid sixty (60) days after due date shall be reported by the Chairman of the Board/President or the Chief Executive Officer (CEO) to the Executive Committee. The Executive Committee shall thereafter declare such member delinquent, and shall cause a notice of such delinquency to be mailed to the member, stating the amount of delinquency. The Executive Committee shall thereafter monitor the status of such delinquent member and, in its discretion subject to the prior approval of the Board of Directors, cause a notice of termination of membership to be mailed to the member.

**ARTICLE V
OFFICERS AND DIRECTORS**

Section 1. Governing Body:

The governing body of the Malibu Chamber of Commerce shall be a Board or Directors composed of no less than twelve (12) nor more than twenty-one (21) members in good standing of the Chamber. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs in compliance with all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 2. Officers;

The officers of the Chamber of Commerce (other than the CEO as provided below) shall be elected by the Board of Directors from the membership of the Board of Directors in accordance with Article VI hereof.

Section 3. Attendance of Directors:

Each Director shall attend each meeting of the Board of Directors, unless excused or prevented by unavoidable cause. Notification of expected absences shall be given to the Chairman of the Board or the CEO. Any Director who is absent from three (3) or more board meetings during his or her term shall be referred to the Executive Committee which may, in its discretion, subject to the approval of the Board of Directors, cause such member to be removed from the Board

**ARTICLE VI
ELECTIONS**

Section 1. Director's Terms:

Members of the Board of Directors shall be elected for a period of one (1) year with such term beginning, and ending on the dates set forth herein below. No Director shall be permitted to serve more than five (5) consecutive terms unless such Director is elected to the Office of Chairman of the Board Elect during such officer's fifth term. However, the Executive Committee, at its discretion, may recommend to the Board of Directors that an officer or director shall serve an additional term of office beyond five years.

Section 2. Election of Directors:

The election of members of the Board of Directors shall be conducted as follows:

- (a) Not later than March 1 each year the Chairman of the Board shall appoint a committee (the "Nominating Committee") of five (5) individuals; two (2) of whom shall be members of the Board of Directors, two (2) of whom shall be Chamber members in good standing (not seated on the Board of Directors) and one of whom shall be the Past Chairman of the Board who shall chair the committee.

- (b) The Nominating Committee shall nominate a slate of Directors, consisting of a fixed number of nominees which shall be no less than, nor more than, the number set forth in **ARTICLE V**. hereof, which it shall be presented to the Board of Directors, for approval, at the Executive Committee's March meeting.

- (c) The Executive Committee shall accept or modify the Nominating Committee's proposed slate and report the slate, as so approved, to the Chairman and the CEO no later than April 1. Such approved slate shall then be immediately posted at the Chamber office.
- (d) At any time after the posting of the slate, but prior to the regularly scheduled April meeting of the Board of Directors, any Chamber member in good standing may submit to the Chairman/President and the CEO, a nominating petition, signed by at least ten (10) other members in good standing, nominating not more than three (3) additional names for seats on the Board of Directors.
- (e) The Chairman/President shall present the slate, including any additional names added after the initial posting as set forth above, to the Board of Directors at its regularly scheduled April meeting. At this meeting, the Board of Directors shall accept and acknowledge the slate without modification and shall instruct the Chairman/President to issue an election ballot to all regular members of the Chamber alphabetically listing the slate of nominees and indicating the occupation of each. The ballot shall indicate the number of seats to be filled, as established by the Nominating Committee, which shall be not greater than, but may be less than, the number of candidates on the ballot. The ballot shall be issued with instructions that it must be returned to the Chamber office by not later than 4:00pm on a date to be no less than fourteen (14) days nor, more than twenty-eight (28) days after issuance.
- (f) The ballots shall be received and counted at the Chamber office. The candidates receiving the highest number of votes shall be elected to the seats to be filled. In the event of a tie vote for the last available seat the Nominating Committee shall vote to establish the successful candidate. The CEO shall post the results of the election at the Chamber office and shall present the roster of Directors-elect to the Board of Directors at its next regularly scheduled meeting following the election.

Section 3. Election of Officers:

The election of Officers of the Chamber shall be conducted as follows:

- (a) At the June meeting of the Board of Directors the Chairman of the of the Board-Elect shall present his or her slate of nominees for the Officers of the Chamber from the ranks of the Directors-elect. The nominee for succeeding Chairman of the Board-Elect, in addition to being a Director-elect, shall be a then current Officer of the Chamber unless all such Officers are unwilling or unable to serve as Chairman of the Board-Elect, in which case it may be any then-current Director who is also a Director-elect.

At this meeting, any Director may move to add not more than two (2) names to the list of nominees for Officers. If such motion receives a second, said name(s) shall be added to the slate of nominees.

- (b) Within seven (7) days following the June board meeting, the CEO shall issue a ballot to all Directors alphabetically listing the names of candidates as established at the June board meeting, including the Officer position each candidate is seeking. The ballot shall be issued with instructions that it must be returned to the Chamber office not later than 4:00pm on a date no sooner than ten (10) days after issuance of the ballot, and no later than one (1) day prior to the regularly scheduled July board meeting.
- (c) The ballots shall be received and counted at the Chamber office. The candidates receiving the highest number of votes shall be elected to the positions to be filled. In the event of a tie vote for any position, the Chairman of the Board shall unilaterally determine the successful candidate.
- (d) The CEO shall post the results of the election at the Chamber office and shall present the roster of Officers-elect to the Board of Directors at its July meeting.

Section 4. Installation of Directors and Officers:

The Board of Directors and Officers of the Chamber of Commerce shall be installed at the Board's first meeting in August, and shall serve for one year from the date thereof or, in the case of unavoidable delays, until the installation of their successors.

Section 5. Vacancies:

- (a) Any vacancy which may occur among the Board of Directors through any cause shall be filled by a vote of the remaining Directors, following nominations from the Nominating Committee which shall be submitted to the Board within thirty (30) days of the Occurrence of such vacancy. The names of those individuals so nominated shall be distributed to the Directors not less than seven (7) days prior to the election. The individual so elected to fill any vacancy shall serve for the unexpired portion of the term of the Director whose seat is being filled.
- (b) In the event of any vacancy occurring among officers through any cause, the Chairman of the Board shall appoint a member of the Board of Directors to serve in such vacant officer's capacity for the unexpired portion of such vacant officer's term, which appointment shall be subject to the approval of the Board of Directors. However, if the office of Chairman of the Board shall become vacant through any cause, the Chairman of the Board-Elect shall automatically fill that position for the unexpired portion of such Chairman of the Board's term. A Chairman of the Board-Elect who shall fill the office of Chairman of the Board by virtue of any vacancy in that office, shall nonetheless be entitled to serve as Chairman of the Board of the Chamber of Commerce for the term such Chairman of the Board-Elect would otherwise have served had such a vacancy in the office of Chairman of the Board not occurred.

Section 6. Honorary Directors:

Subject to approval of the Board of Directors any member may be appointed by the Chairman of the Board as an Honorary Director of the Chamber of Commerce. The term of Honorary Director shall be for one (1) year concurrent with that of the other Directors, but shall carry neither the right to vote nor the right to qualify for an Officer position and shall not be subject to the attendance requirements of a regular Director. The position of Honorary Director may be conferred upon any Chamber member in good standing, whose presence on the Board of Directors provides unique advantages to the Chamber or also lends prestige to the organization.

Section 7. Compensation

Members of the Board of Directors shall not receive any compensation from the Chamber of Commerce unless specifically authorized by the Executive Committee and the Board of Directors. For the purposes of this paragraph the waiver of any charges or fees customarily charged to the public or other Chamber members shall not be considered compensation to a Director.

**ARTICLE VII
GOVERNMENT**

Section 1. Board of Directors

The Board of Directors shall be the governing body of the Chamber of Commerce.

Section 2. Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

The Executive Committee shall be composed of the following Chamber Officers:

- Chairman of the Board
- Chairman of the Board-Elect
- Immediate Past Chairman of the Board
- Vice Chairs
- Chief Executive Officer (CEO)
- Executive Director (in the absence of the CEO)
- Treasurer
- Secretary

The Executive Committee is authorized to:

- (a) Engage or employ and to terminate the engagement or employment of a CEO of the Chamber;
- (b) To approve the hiring of other salaried employees of the Chamber by the CEO;
- (c) Contract for and establish salaries
- (d) Control expenditures from the general fund as established in an operating budget previously approved by the Board of Directors;
- (e) Make appointments of special committees within its membership;
- (f) Draft such outside aid, from the general membership or otherwise, and undertake such projects as such Executive Committee may from time to time deem expedient and vital to the welfare of the Chamber as a whole;
- (g) Recommend to the Board of Directors such matters for action as the Executive Committee may deem advisable.

Section 3. Duties and Authority of Officers:

(a) Chairman of the Board:

The Chairman of the Board shall:

- i. Serve as the President of the Chamber;
- ii. Begin preparing agenda with the CEO at least two (2) weeks prior to the next Board meeting.
- iii. Preside at all meetings of the Board of Directors, Executive Committee and general membership at which a vote or action of the membership is required;
- iv. With advice and counsel of the Executive Committee determine all committees, select all committee chairpersons and assist in the selection of committee personnel.

(b) Chairman of the Board-Elect:

The Chairman of the Board-Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board;

(c) Immediate Past Chairman of the Board:

The Immediate Past Chairman of the Board shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board and Chairman of the Board-Elect and shall serve as the Chairperson of any Nominating Committee and as Parliamentarian of the Board of Directors (in the absence of the Board's regular Parliamentarian).

(d) Treasurer:

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber of Commerce and for their proper disbursement.

(e) Secretary:

The Secretary shall cause to be prepared notices, agenda and minutes of all meetings of the Board of Directors and shall be responsible to the Executive Committee's directives.

(f) Parliamentarian:

The Parliamentarian provides advice to the meeting's Presiding Officer relating to proper meeting procedures and, in so doing, may refer to the Chamber By-Laws and to the latest version of "Robert's Rules of Order", as required. The Parliamentarian will also inform the meeting's Presiding Officer of any procedural errors that might occur during the course of the meeting. The Parliamentarian is a member of the Board with no voting privileges, with no term limits and is appointed by the Chairman.

(g) Vice Chairs:

The duties of the Vice Chairs shall be those that may be assigned by the Chairman of the Board and the Board of Directors.

(h) Chief Executive Officer (CEO):

The CEO shall:

- I. Be the chief administrative and operations officer of the Chamber;
- II. Be a compensated employee of the Chamber serving at the discretion of the Executive Committee;
- III. Prepare an agenda with the Chairman/President and ensure that it is e-mailed to the Board one (1) week prior to the next Board meeting along with the minutes and the CEO report.
- IV. Act as Secretary to the Board of Directors (in the absence of the Board's regular Secretary), and cause to be prepared notices, agenda and minutes of meetings of the Board of Directors;
- V. Additionally serve as advisor to the Executive Committee;
- VI. Be a non-voting member of the Board of Directors, the Executive Committee and all committees; however, on a recurring annual basis, the CEO may have a voting position if so determined by the Board of Directors in effect at the time (this must be re-affirmed by each new Board).
- VII. Be responsible for administration of the policies and regulations of the Board of Directors;
- VIII. Further be responsible for hiring, discharging, directing and supervising all employees subject to the oversight and approval of the Executive Committee;
- IX. Be responsible (along with the Treasurer) for the preparation and administration of an operating budget covering all activities of the Chamber;

(i) Executive Director:

The Executive Director, in the absence of an operational CEO, will perform duties, similar to those stated for the CEO, and will be accountable on a weekly basis to the Chairman/President and to the Treasurer.

(j) Additional Staff:

The Executive Committee (with Board approval) may add additional staff positions as required.

Section 4. Meetings

The Board of Directors shall meet each month on a non-Holiday weekday though, at any meeting, the Board by a majority vote, may suspend meetings for a period not to exceed thirty (30) days. Executive Committee meetings shall be called by the Chairman of the Board at any time. All regular meetings of the Board of Directors shall be open to the general membership. However, persons wishing to appear before the Board of Directors must make arrangements with the Chairman/President at least one (1) week before the meeting concerned. The Chairman/President shall have the right to declare any meeting open to public discussion if it is deemed proper. The Chairman/President may also call a special meeting of the Board of Directors at any time, providing seven (7) days' notice is given to all of the Directors.

ARTICLE VIII DUES & FINANCES

Section 1. Controls:

All monies received by the Chamber shall constitute the general fund and as soon as may be practical after receipt shall be deposited with a bank, in Malibu, as may from time to time be designated by the Board of Directors as the depository of the funds of the Chamber. Checks are to be signed by the Treasurer, CEO or the Chairman of the Board. Checks are to have one signature. The Treasurer shall cause a monthly financial report to be made to the Board of Directors. Proper notice of the names and specimen signatures of such officers being furnished to depository as changes occur. All received money should be safe guarded and deposited in the bank. The Treasurer will assign two people to count cash for each event. One should be a member of the Board of Directors and each responsible individual should sign and date the income verification form. Individuals counting cash/checks shall not be related by blood, marriage or reside in the same household. Money received in the office should be accounted for under dual control and each party should sign and date the income verification form.

Section 2. Differentiation of Funds:

A reserve fund may be established by the Board of Directors, as it may deem fit and proper. Monies from such reserve fund may be drawn with the approval of the Board of Directors. The balance of the funds of the Chamber of Commerce shall be known as the general fund and, except for the usual expenses set in budget form of the Chamber. **Disbursements in the amount of \$100.00 and over must be authorized by the Executive Committee.**

Section 3. Donations to Charitable Causes:

No portion of any funds of the Chamber of Commerce shall be given to, or disbursed for, any charitable cause or purpose. This provision is inserted with the realization that the Chamber is unable to support all meritorious and worthy causes and should not be called upon to select any particular charities or causes to the exclusion of others; and the further realization that the respective members of the Chamber will contribute in their own individual capacities to those charities and causes of their own choosing.

Section 4.:

Dues will be charged commencing the month that the individual joined for one year.

ARTICLE IX DIVISIONAL ACTIVITIES

If, from time to time, members of the Chamber of Commerce who are engaged in like, kindred or similar business wish to promote some certain enterprise, and wish to use the name Chamber of Commerce in connection therewith such as "Merchants Division of the Malibu Chamber of Commerce" they may be allowed to do so subject to the approval of the Board of Directors after proper investigation, action, agreed upon control, and recommendation of the Executive Committee.

ARTICLE X COMMITTEES

Section 1. Appointed:

Immediately following the election, the Chairman of the Board shall appoint chairpersons to head various committees for the year and shall also name additional special committees and designate their chairpersons as conditions may require, from time to time.

Section 2. Standing:

Standing committees to be named by the Chairman of the Board can be: Business Enhancement, Government Affairs, Budget, Fundraising, and Nominating Committees.

Section 3. Membership of Committees:

Committee Chairperson shall name members of their respective committees with advice and consent of the Chairman of the Board, the Executive Committee and the CEO with ratification by the Board of Directors.

Section 4. Relation of Chairman of the Board to Committees:

The Chairman of the Board shall be an ex-officio member of all committees and will attend their sessions when possible.

The Chairman/President and/or the CEO shall:

- (a) Assist in arranging all Committee meetings and attend all committee sessions when possible.
- (b) Arrange for a place of meeting, supplies, secretarial assistance and keep such records as the Committee Chairperson may request subject to approval by the Chairman of the Board.

Section 5. Duties of Committees:

The duties of various committees shall be outlined and assigned by the Executive Committee with the approval of the Board of Directors on the general program.

ARTICLE XI AMENDMENTS

These By-Laws may be amended or repealed at any regular meeting of the Board of Directors upon a vote of two-thirds of the members present, provided, however, that two-thirds of the members of the Board of Directors are present at said meeting.

ARTICLE XII BY-LAWS IN EFFECT

These By-Laws shall be in effect immediately upon their ratification by the Board of Directors, and shall replace and supersede all previous By-Laws and regulations governing the Chamber of Commerce.

**ARTICLE XIII
ORDER OF BUSINESS**

Section 1.:

The business at all meetings of the Board of Directors shall include:

- | | |
|---------------------------------|-------------------------|
| 1. Call to Order | 5. Report of Committees |
| 2. Approval of Previous Minutes | 6. Unfinished Business |
| 3. Treasurer's Report | 7. New Business |
| 4. Communications | 8. Adjournment |

Section 2.:

All meetings of the Chamber of Commerce and its committees shall be in accordance with Roberts' Rules of Order, revised. Any conflict with these By-Laws must be considered on a "case by case" basis by the Parliamentarian (or the Chairman if a Parliamentarian is not available).

**ARTICLE XIV
VOTING PROCEDURES**

Whenever these By-Laws permit or require a vote of the Board of Directors or any committee or sub-committee of the Chamber a quorum of such board, committee or sub-committee must be assembled in order for such vote to be binding and a simple majority of such quorum present shall carry any such vote. For the purposes of this Article the assembly of a quorum and the taking of votes shall include assembly and taking oral, telephonic, electronic or written means unless otherwise specifically stated in advance by the chair of the body so assembled.

Voting for candidates for Director and Officer positions shall only be taken by written secret ballot. The issuance, receipt and counting of such ballots shall be administered by the Chairman of the Board/President under the direct supervision of the Treasurer. In those circumstances when ballots are permitted to be submitted over a span of time such ballots shall be held unopened in the confidence of the Chairman of the Board/ President until immediately following the deadline for submittal at which time they shall be opened and counted by the Chairman of the Board/ President in the presence of the Treasurer.

Every entity entitled to vote at any meeting of the Board of Directors, or, in the case of meetings of the Executive Committee, the officer concerned, shall have the right to vote on any matter properly before such meeting by proxy in writing, signed by the individual or entity holding the right to vote, and filed with the Chairman of the Board/ President prior to the deadline for the taking of such vote. The effect of any vote by proxy shall be limited to matters specifically enumerated therein. Proxies shall apply towards a quorum only in respect of matters specifically enumerated in the proxy concerned.

These By-Laws have been historically amended as follows:

May 1960	Nov 1975	Feb 2003	Feb 2018
Nov 1963	May 1982	Jan 2004	May 2020
March 1967	April 1985	July 2004	June 2020
Feb 1970	Sept 1988	Dec 2007	
Sept 1971	Jan 1992	Nov 2008	
April 1974	Dec. 1993	Dec 2009	
Nov 1974	Dec 1996	Mar 2016	