



BY-LAWS  
A California nonprofit mutual benefit  
corporation  
**Amended September 15, 2016**



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# ARTICLE I

## General

### Section 1: Name

This organization is incorporated under the laws of the State of California and shall be known as the Catalina Island Chamber of Commerce & Visitors Bureau, Inc.

- (a) Principal Offices: A Visitors Center located at 1 Green Pleasure Pier, Avalon CA 90704 and a Business office located at 303 Crescent Avenue, Avalon CA 90704 will serve as the legal address and primary work address respectively, for the organization.
- (b) Mailing Address: Post Office Box 217, Avalon CA 90704 will serve as the official mailing address for all correspondence.

### Section 2: Purpose & Mission

The Catalina Island Chamber of Commerce & Visitors Bureau, Inc. is organized to advance the general welfare and prosperity of the Santa Catalina Island Area 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 educational interests of the area. This Corporation is organized exclusively for purposes within the meaning of section 501(c) of the Internal Revenue Code of the United States. Notwithstanding any other provision of these bylaws this corporation shall not carry on or engage in any activities or exercise and powers that are not in furtherance of the purposes of this corporation.

The Mission of the Catalina Island Chamber of Commerce & Visitors Bureau is to attract visitors and advocate for commerce on Catalina Island.

### Section 3: Area

The Santa Catalina Island Area shall include the City of Avalon and all unincorporated areas of Santa Catalina Island.

## Section 4: Limitation of Methods

The Catalina Island Chamber of Commerce & Visitors Bureau, Inc. shall observe 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.

# ARTICLE II

## Membership

### Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization and in keeping with the Purpose & Mission of the organization (section 2 above) shall be eligible to apply for membership in the following categories:

(a) General: Those persons, associations, corporations, partnerships, or estates who are engaged in a profession or business on Catalina Island and, if required, have in their possession a valid business license issued by the City of Avalon. Likewise those businesses engaged in providing critical services to the island but operating either in the County unincorporated areas of Catalina Island or in nearby mainland communities. Each person or entity having satisfied this requirement shall be eligible to apply for one General Membership.

(b) Friend of the Chamber: Those persons who are not active in business, but who share a common interest with the objectives of the corporation. Each person having satisfied this requirement is eligible to apply for one Friend of the Chamber Membership.

(c) Community Organization: Those civic, cultural, and/or educational organizations on Catalina Island. Each organization is eligible to apply for one Community Organization Membership.

(d) Honorary: 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 or investments. The Board of Directors shall confer or revoke honorary membership by a majority vote.



(e) Non liability of members. No members of this corporation, solely by virtue of membership in the corporation, will incur personal liability for any debts, liabilities, or obligations of the corporation.

## Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment (dues) as provided in Section 3 of Article II.

## Section 3: Investments (dues)

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

## Section 4: Termination

(a) Any member may resign upon written request to the Board of Directors.

(b) Any member shall be expelled by the Board of Directors for non-payment of investments, fees, periodic dues or assessments after ninety (90) days from the date due, unless otherwise extended for good cause as recognized by a 2/3 vote of the Board of Directors.

(c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or contrary to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

(d) The Death of a Member

## Section 5: Voting

In any proceeding in which voting by members is called for, each General Member in good standing shall be entitled to cast one (1) vote.

## Section 6: Exercise of Privileges

Any General or Community Organization member may nominate individuals whom the General Member desires to exercise the privileges of its membership and shall have the right to change its membership nomination upon written notice.

## Section 7: Political Activity

This corporation shall not participate in any political campaign on behalf of any candidate for public office.

# ARTICLE III

## Meetings

### Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during the month of July each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

### Section 2: Board of Directors Meetings

The Board of Directors shall meet at least ten out of twelve months each year at a time and place of its choosing.

### Section 3: Additional Meetings

General meetings may be called by the Chair of the Board at any time. Upon petition in writing of any 10% of members in good standing a Special Meeting may be called and notice thereof shall be mailed to each member at least five (5) days prior to such meetings;

(b) Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice, including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting;

(c) Committee meetings may be called at any time by the Chair of the Board, respective Committee Chair, or by the staff member charged with that Committee's work.

## Section 4: Quorums

At any duly called general meeting, 10% of members shall constitute a quorum; at a Board meeting, one half (½) of the elected directors plus one shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

A member may attend by phone, skype or similar live technology or send a substitute to represent a seat, however substitutes may not vote in place of that member nor count as displacing an absence or toward quorum.

## Section 5: Notices, Agenda, Minutes

Written notices of all meetings must be given three (3) days in advance unless otherwise provided for herein. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

# ARTICLE IV

## Board of Directors

### Section 1: Composition of the Board

The governance and policy-making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

The Board of Directors shall consist of nineteen (19) Regular Directors who shall be composed of thirteen (13) Members, one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. Six (6) additional seats shall include; the City Manager of the City of Avalon; one (1) executive of the Catalina Island Conservancy; one (1) executive of the Santa Catalina Island Company; one (1) executive of the Two Harbors Resort; one (1) executive of the Catalina Island Museum; the immediate past chair of the Board of Directors. The immediate Past Chair shall serve for at least one year following completion of his/her last term. Each Regular Director shall have one vote.

### Section 2: Selection and Election of Directors

(a) Nominating Committee: At the regular Board meeting in February, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee

consisting of the Chair-Elect, the Immediate Past Chair, and one other director. The Chair-Elect shall be the Chair of the committee.

(b) Report of the Nominating Committee: The Nominating Committee shall nominate qualified persons who have consented to serve as directors. The Nominating Committee shall present an annual slate of nominees to the full membership by March 15 of each fiscal year, and the membership shall elect the Directors in accordance with section 2(d) below. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

(c) Nomination by Regular Members: Regular Members representing five percent (5%) of the membership may nominate candidates for director within twenty (20) days after the date of the notice required in Section 2(b) above, by written petition delivered to the Chair, signed by the required number of Regular Member(s). The Secretary shall then cause a new notice and ballot to be mailed to all Members within ten (10) days thereafter listing the names of any such petitioned candidates along with those candidates previously nominated by the Nominating Committee.

(d) Election: If no nominations are received by Member petition, and the number nominated by the Nominating Committee does not exceed the number to be elected, those nominated shall automatically be deemed to have been elected. In the event more individuals are nominated than there are positions available, either by the Nominating Committee or as a result of Member petition, the candidates for each position receiving the highest number of votes by the mail ballot required under Section 2(c) above, shall be deemed elected.

### Section 3: Term of Office

All newly elected Directors shall take office on July 1 following their election and serve until June 30 three years hence.

### Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors in a fiscal year shall be deemed to have submitted a resignation from the Board unless confined by illness or other absence approved by a majority vote of those voting at any regular meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

## Section 5: Policy

The Board of Directors is responsible for establishing procedures and formulating and implementing policy of the organization.

## Section 6: Management

The Board of Directors shall employ a professional manager who shall act as President and Chief Executive Officer. The Executive Committee shall fix the salary and other considerations of the President's employment and conduct annual performance reviews.

## Section 7: Indemnification

The Board of Directors may, by resolution, provide for indemnification by the Catalina Island Chamber of Commerce & Visitors Bureau of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the organization, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## Section 8: Insurance

The Board of Directors will from time to time review and determine the need for changes in coverage. Policies including comprehensive General Liability, Directors & Officers and Workers Compensation shall kept in force with copies of same on file and available to all board members on request.

# ARTICLE V

## Officers

## Section 1: Determination of Officers

The Board of Directors (new and retiring) at its June meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chair, Chair-Elect, Marketing Chair, Chief Financial Officer (CFO). Officers will be elected from members of the new Board. Only directors who have served at least one year as a member of the Board of Directors are eligible to be elected as an officer. The Chair-Elect shall be a member of the Board of Directors at the time of his/her election to that office. All other officers shall have at least one year remaining in their term on the Board at the time of their election. All officers shall take office on the first day of the new fiscal year (July 1) and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors. It is anticipated that the Chair and Chair-Elect will serve in those offices for a period of two (2) years, provided that the Board of Directors votes to approve a second year of service at the completion of the first year of service. In the event the Chair vacates his or her seat, the Chair Elect will take the helm as Interim Chair until beginning his or her regularly elected term with the CFO filling the duties and obligations of the Chair Elect in addition to his/her regular duties.

## Section 2: Duties of Officers

(a) Chair: The Chair shall serve as the chief elected officer of the organization and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chair shall, with the advice and counsel of the President, assign Board Members to divisional or departmental responsibility, subject to Board of Directors approval.

The Chair shall, with advice and counsel of the President, determine all committees, select all committee Chairs, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

(b) Chair-Elect: The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-Elect shall have such further authority and duties as may be delegated by the Chair or the Executive Committee. The Chair-Elect shall automatically succeed to the office of Chair at the commencement of the next subsequent fiscal year.

(c) Chief Financial Officer (CFO): The CFO shall exercise the powers and authority and perform the duties of the Chair-Elect in the absence or disability of the Chair-Elect. The CFO shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The CFO in conjunction with the President

shall cause a monthly financial report to be made to the Board and for audited financials to be posted online and shared with the full membership each year upon completion.

(d) President: The President shall be the Chief Administrative and Executive Officer (CEO). The President shall serve as and fulfill the duties of Secretary described in Section (f) below. The President shall also serve as advisor to the Board Chair.

The President shall be a non-voting member of the Executive Committee and all other committees.

The President shall be responsible for administration of Chamber affairs in accordance with the policies and procedures formulated by the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Executive Committee shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

(e) Secretary: The Secretary shall attend to the following:

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The Secretary shall be a non-voting member of the Executive Committee and all other committees.

## Section 3: 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. It shall be composed of the Chair, Immediate Past Chair, Chair-Elect, Vice Chairs, as appointed, Secretary, Chief Financial Officer and the President. The Chair will serve as head of the Executive Committee. The Executive Committee shall act as recruitment and compensation committee for the Chamber President/Chief Executive Officer.

# ARTICLE VI

## Committees and Divisions

### Section 1: Appointment and Authority

With the exception of the Executive Committee, The Chair, by and with the approval of the Board of Directors, shall appoint other committees and committee chairs. The Chair may appoint ad hoc committees and their Chairs as deemed necessary to carry out the goals of the organization. Committee appointments shall be at the will and pleasure of the Chair and shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board of Directors. Committee Chairs may invite stakeholders to serve on their committees regardless of board membership.

### Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.



## Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, and subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the organization, unless approved by the Board of Directors.

# ARTICLE VII

## Finances

### Section 1: Funds

All money paid to the Catalina Island Chamber of Commerce & Visitors Bureau shall be placed in appropriate bank accounts as determined by the Board of Directors. All funds shall be deposited within 48 hours of receipt and kept in a secure location or safe until deposited.

### Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check or electronic funds transfers through a secure service. Any disbursement of \$5,000 or more not approved in the Budget shall require a vote of the Board. Payments in the amount of \$5,000 or more shall require the signature of two persons then authorized to do so by the Board of Directors with signatures are on file with the Bank holding said funds.

### Section 3: Fiscal Year

The fiscal year shall begin on July 1 and close on June 30.

### Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if so appointed) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

### Section 5: Annual Audit

The accounts of the Chamber shall be audited annually as of the close of business on June 30 by a certified public accountant. The audit shall at all times be available to members of the organization within the offices.

### Section 6: Bonding

The President, officers and staff as the Board of Directors may designate shall be covered under a fidelity bond in the amount set by the Board and at the organization's expense.

### Section 7: Annual Report to City Council

The President shall deliver an annual report to the City of Avalon in September in keeping with the City's requirements of this organization.

## Article VIII

### Nondiscrimination

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Catalina Island Chamber of Commerce & Visitors Bureau not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

# ARTICLE IX

## Dissolution

The Catalina Island Chamber of Commerce & Visitors Bureau shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to its members. On dissolution, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in Internal Revenue Service (IRS) Section 501(c)(3) to be selected by the Board of Directors.

# Article X

## Document Retention

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Catalina Island Chamber of Commerce & Visitors Bureau.

### Section 1. General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Catalina Island Chamber of Commerce & Visitors Bureau may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general

guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

## Section 2. Exception for Litigation Relevant Documents

Catalina Island Chamber of Commerce & Visitors Bureau expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Catalina Island Chamber of Commerce & Visitors Bureau informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

## Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension

records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for three years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

## Section 4. Electronic Mail.

E-mail that needs to be saved should be either: printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

# ARTICLE XI

## Parliamentary Authority

### Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

# ARTICLE XII

## Bylaws

### Section 1: Maintenance & Inspection of Bylaws & Corporate Records

The Secretary shall make available upon request the current and past bylaws and corporate records to any member of the Board of Directors.

### Section 2: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

- Adopted by the Board of Directors at its meeting of May 20, 1999.
- Amended by the Board of Directors at its meeting of July 18, 2001 (Name)
- Amended by the Board of Directors at its meeting of July 19, 2007 (Composition of Board; President also serves as Secretary; technical changes)
- Amended by the Board of Directors, at its meeting of February 18, 2010 to take effect July 1, 2010 (Quorums at Board meetings, Nominating Committee, Vacancies on the Board, Determination of Officers)
- Amended by the Board of Directors, at its meeting, August 18, 2016 subject to membership approval (comprehensive update)

## CERTIFICATE OF ADOPTION OF BYLAWS

- I do hereby certify that the above stated Bylaws of Catalina Island Chamber of Commerce & Visitors Bureau were approved by the Board of Directors on Thursday June 9, 2016 and constitute a complete copy of the Bylaws of the corporation.

- Secretary \_\_\_\_\_

- Date: \_\_\_\_\_