

NORTHSHORE BUSINESS ASSOCIATION BY-LAWS

ARTICLE I: NAME

The Northshore Business Association is a corporation under California Non-Profit Mutual Benefit Corporation Law for the purpose described in the Articles of Incorporation, hereinafter referred to as Association.

ARTICLE II: PURPOSE

1. To promote the business climate of the Lucerne, Nice, Upper Lake and Blue Lakes communities, and,
2. To address those issues of concern of the business community in the Lucerne, Nice, Upper Lake and Blue Lakes communities.

ARTICLE III: PARLIAMENTARY PROCEDURES

These By-Laws shall govern the conduct of business at all meetings of the Association. Robert's Rules of Order, Newly Revised shall be a general rule.

ARTICLE IV: MEMBERSHIP

Section 1: DEFINITION

There shall be one (1) class of Association Membership. A member shall be any business, person, or organization with a direct or indirect interest in the purpose of the Organization.

Section 2: APPLICATION PROCESS & RESIGNATION/TERMINATION

1. Memberships shall be by written application. A copy of the Association By-Laws shall be given to each new member.
2. Any member may withdraw from membership by written notification submitted to the Executive Board of Directors.
3. Termination of membership for cause will be at the recommendation of the Executive Board to the membership. The membership must approve the recommendation by a 2/3 majority vote at a regularly scheduled meeting of the Association.

ARTICLE V: VOTING

Section 1: Only one person per membership in good standing shall be entitled to vote

Section 2: A simple majority is required to pass all resolutions proposed to the membership unless other requirements are stated in these By-Laws.

Section 3: A quorum at any meeting shall consist of 1/3 of the membership in good standing.

Section 4: If a Quorum to conduct business is not present at any meeting where voting is to be conducted, no action may be taken and the meeting shall be informational in content only.
A new date and time will be set by the ~~Executive~~ Board of Directors..

ARTICLE VI: MEETINGS

Section 1: Regular meetings shall be determined annually at the January meeting.

Section 2: Notice of special meetings will be given in writing no less than five (5) calendar days prior to the meeting.

Section 3: Agenda

1. The Agenda will be prepared by the President with input from the ~~Executive~~ Board of Directors..
2. Members wishing to place items on the Agenda must submit the item to any ~~Executive~~ Board Member prior to the ~~Executive~~ Board of Director's Meeting where the Agenda is developed for consideration to be included in the Agenda.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: GENERAL POWERS

The Association shall be governed by its ~~elected~~ ~~Executive Board aka the~~ Board of Directors.

Section 2: NUMBER

The Board of Directors shall consist of ~~eight (8)~~ *ten (10)* Association Members in good standing, elected by the Membership, *including the* Immediate Past President. Representation should be a broad-based representation from the communities served by the Association. These Directors shall consist of the elected Officers and ~~two (2)~~ *four (4)* other elected Board Members

Section 3: OFFICERS

The ~~Executive Board~~ Board of Directors shall be President, Vice-President, Immediate Past President,

Treasurer, Secretary and Sergeant-At-Arms/Parliamentarian, *two at large board members elected in odd year for a two year term, and two at large board members elected in even year for a two year term.*

The duties of the ~~Executive Board~~ Board of Directors shall include, but not be limited to taking immediate action on any issues which must be resolved before, *during or after*, the next scheduled Board Meeting. ~~The full Board shall ratify such actions taken by the Executive Committee at the next Board of Directors Meeting.~~

Section 4: QUALIFICATIONS/TENURE/COMPENSATION

1. Each Director/Officer must be a member in good standing of the Association.
2. Only one (1) member per business shall serve on the Board of Directors at the same time.
3. Each Director/Officer shall be elected for a term of one (1) year, *with the exception of the at large board members who will serve for two years.* No Director/Officer may serve more than four (4) consecutive ~~years. terms (4 years).~~
4. Each Director/Officer shall hold office until re-elected, or until a successor shall have been elected or appointed.
5. Board Director/Officer shall receive no compensation for their services on the Board.

Section 5: ELECTING THE BOARD OF DIRECTORS

1. Each Member in good standing shall be entitled to vote for each director/office position to be filled.
2. A candidate may be nominated for only one Director/Officer position per election, and must be a member in good standing of the Association.
3. Each Director/Officer of the Board shall be voted for separately.
4. Voting shall be by a simple ballot listing all candidates.
1. *Absentee and electronic voting shall be allowed.*

Section 6: RESIGNATIONS AND REMOVAL

1. Resignation of a Director/Officer shall be submitted to the President or Secretary in writing and shall be deemed effective upon receipt unless otherwise stipulated by the Board of Directors.
2. In order to remove a Director/Officer from the Board, charges must be brought before the

Board of Directors and the Board will review such charges. The Board will then present their recommendations to the Membership for a vote as to the disposition of said Director/Officer.

3. Three consecutive absences from Board Meetings shall be considered as a resignation unless the Director/Officer has been excused or granted a leave of absence by the Board.

Section 7: VACANCIES

Any vacancy by resignation, removal, or any other cause, shall be filled by appointment by the President. The newly appointed Director/Officer shall serve until the term is scheduled to expire.

Section 8: DUTIES

1. Each Director/Officer shall perform his/her duties, including duties as a member of any association committees, in good faith and in such a manner that is in the best interests of the Association, and, with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
2. The Board of Directors shall be empowered to establish administrative and fiscal policies, and to make By-Law revision recommendations to the Association. The Board shall also be responsible for considering and shaping all new business, and shall determine which proposals should be presented to the General Membership for their approval or disapproval at General Meetings.

Section 9: RESPONSIBILITIES OF OFFICERS

1. The Officers shall possess such powers as are required to perform the functions assigned to them.
2. The President shall be the Chief Executive Officer, shall chair the *Board of Directors Executive Committee*, shall preside at all Board of Directors and General Membership Meetings and be an ex-officio member of all other committees.
3. The Vice-President shall assume the duties of the President when the President is absent. If the Office of the President is vacant, the Vice-President shall act as President until a new election is held. The Vice-President may be assigned other duties by the President.
4. The Treasurer shall maintain books of account, good standing membership list, take responsibility for all funds and payment of obligations authorized to be paid.
5. The Secretary shall keep minutes of Association Meetings. In addition, the Secretary shall

be responsible for correspondence and such other duties as may arise from time to time appropriate to the office.

6. The Sergeant-at-Arms/Parliamentarian shall be the final authority on the eligibility of members to vote and the rules of conduct of all meetings.
7. The ~~two~~ four other elected Board Members will carry out such duties as may be assigned by the President.

ARTICLE VIII: BOARD OF DIRECTORS MEETINGS

Section 1: BOARD MEETINGS

The Board of Directors shall meet monthly. The date shall be determined annually by the Board of Directors at the January meeting. All meetings are open to the Membership.

Section 2: SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by a simple majority of the members of the ~~Executive Committee~~. *Board of Directors*.

Section 3: QUORUM

1. A Quorum to conduct business shall consist of at least ~~four (4)~~ *five (5)* current Directors/ Officer

2. If a Quorum to conduct business is not present at any meeting where voting is to be conducted; no action may be taken and the meeting shall be informational in content only. A new date and time will be set by the Board President.

ARTICLE IX: COMMITTEES

Section 1: STANDING COMMITTEES (on going)

1. The Board of Directors have the power to create and terminate standing committees. Each committee shall have a specific area of responsibility. The committees may consist of Directors/Officers. Association Members, and may have other members from the community-at-large as determined by the needs and goals of the committee.
2. The President or Board of Directors shall appoint interested persons to these committees and shall assign a Board Member to each committee to act as a liaison to the Board. The Committee will elect its own chair person who will be responsible to ensure the goals and

objectives of the committee are met.

Section 2: SPECIAL COMMITTEES

The President shall have the authority to create and terminate special committees deemed necessary in addition to standing committees.

Section 3: NOMINATION COMMITTEE

- 1, The Nominating Committee shall consist of three (3) members from the General Membership who are not on the Board of Directors. The committee shall be appointed by the Board President at the September general meeting.
2. The Nominating Committee shall be responsible for:
 - a) Interviewing prospective new Director/Officer candidates.
 - b) Recommending to the General Membership an annual slate of Directors/Officers.
3. The Nominating Committee will present a slate of new Directors/Officers at the regular November Association Meeting. Additional nominations may be presented from the floor.
4. The written slate of Directors/Officers will be mailed *or e-mailed* to all Association Members in good standing, at least ten (10) days prior to the regular December Association Meeting.
5. Board Officers/Directors will be elected by simple majority at the December Association Meeting.
6. The Sergeant-at-Arms/Parliamentarian will conduct and certify the election.
7. New Directors and Officers shall assume their duties on January first of each year.

ARTICLE X: DUES

1. Yearly dues shall be assessed to all members and are due and payable February 1st. and delinquent March 1st. A delinquent member will not be a member in good standing of the Association.
2. The amount of the dues shall be determined by Board of Directors and approved by the membership at the regular January meeting.
3. Dues for New embers:
 - a) ~~joining January 1st through 30th full annual dues.~~
 - b) ~~joining July 1st through December 31st 1/2 annual dues.~~

- a. *Dues for New Members will be prorated quarterly*
- b) Board of Directors has the power to waive or access "in kind" fees.

ARTICLE XI: GENERAL PROVISIONS

Section 1: MAINTAINING BOOKS AND RECORDS

1. The organization shall maintain accurate books of account and records of proceedings.
2. All bills should be submitted to the Board of Directors for their approval or recommendations.
3. Expenditures not in excess of \$100.00 may be authorized by the Board of Directors. Expenditures in excess of \$100.00 must be approved by the membership.
4. Two (2) signatures of the ~~Executive~~ Board of Directors are required on association checks.
5. The Treasurer shall make a monthly report of the Association's finances at each regular meeting. Members may request a complete written accounting upon ten (10) days written advance notice. A written accounting shall be prepared upon request of the President or the *Board of Directors* ~~Executive Board~~.

Section 2: FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE XII: GIFTS AND DONATIONS

1. The Board of Directors may accept gifts and donations on behalf of the Association.
2. All gifts and donations are to be announced at the next regular membership meeting.

ARTICLE XIII: BYLAWS REVISIONS/AMENDMENTS

1. Amendments to the By-Laws must be presented in writing at one regular membership meeting and voted on at the next regular membership meeting.
2. Each member shall receive a copy of the proposed revisions ten (10) days prior to the meeting at which a vote is to be taken approving or disapproving the revisions.
3. A simple majority vote is required to revise the By-Laws.

ARTICLE XIV: *DISSOLUTION* ~~*Dissolvement*~~

1. A recommendation to dissolve the Association must be approved at a regular membership meeting by a simple majority.
2. The written recommendation to dissolve must be mailed to the membership at least ten (10) days prior to the final vote.
3. The association may be dissolved by a simple majority vote at the next regular membership meeting.
4. Assets of the dissolved Association shall be ~~divided as equal, as is practical, between the Fire Associations within the boundaries of the Northshore Business Association~~ *donated to the Northshore Fire Protection District* following Association dissolution and audit of all books and records.
5. In conjunction with the Board of Directors, the President will oversee the ~~division~~ *Transfer* of assets.

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Revised: September 19, 2007