

NORTHSHORE BUSINESS ASSOCIATION BY-LAWS

ARTICLE I: NAME

The Northshore Business Association is a corporation formed under the 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 business development along the Northshore of Clear Lake California, and,
2. To address issues of concern to the business community along the Northshore.

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 purposes of the Association.

Section 2: APPLICATION PROCESS & RESIGNATION/TERMINATION

1. Memberships shall be by written application and payment of dues to the Association. A copy of the Association By-Laws shall be given to each new member upon request. A copy of the By-Laws will be posted on the Association's website.
2. A member may withdraw from membership by written notice submitted to the Board.
3. Termination of any membership for cause will be at the recommendation of the 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 individual 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 a general meeting of the Association shall exist if the majority of the individuals present at the meeting are members in good standing of the Association.

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 for the voting will be set by the Board.

ARTICLE VI: MEETINGS

Section 1: The date and time of regular meetings of the Board and membership shall be determined annually at the January meeting of the Board.

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

Section 3: Agenda

1. The Agenda for any meeting will be prepared by the President with input from members of the Board.

2. Members wishing to place items on the Board's Agenda should submit the proposed item to a Board Member prior to the Meeting at which the item will be considered.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: GENERAL POWERS

The Association shall be governed by its elected Board of Directors.

Section 2: NUMBER

The Board shall consist of ten (10) members, nine (9) of whom are elected by the Membership, and the Immediate Past President. Five of the nine elected members will be Officers of the Association and four shall serve as members-at-large. Representation should be a broad-based representation from the communities served by the Association.

Section 3: OFFICERS

The Board shall consist of the President, Vice-President, Immediate Past President, Treasurer, Secretary and Sergeant-At-Arms/Parliamentarian, and four at-large board members (2 elected in odd years for a two year term, and two elected in even years for a two year term.)

Section 4: QUALIFICATIONS/TENURE/COMPENSATION

a) Each Director/Officer must be a member in-good-standing of the Association.

b) Only one (1) member per business shall serve on the Board at the same time.

c) Each Officer shall be elected for a term of one (1) year, and the at large board members for a term of two years. No Director/Officer may serve more than four (4) consecutive years (with the exceptions of the Secretary and Treasurer).

d) Each Director/Officer shall hold office until re-elected, or until a successor is elected or appointed.

e) No Director/Officer shall receive compensation for their services on the Board.

Section 5: ELECTING THE BOARD OF DIRECTORS

a) Each Member in good standing shall be entitled to vote for each director/officer position to be filled.

b) Each candidate may be nominated for only one Director/Officer position per election, and must be a member in-good-standing of the Association to qualify for nomination.

c) Each Director/Officer of the Board shall be elected separately.

d) Members will vote using a simple ballot that lists all candidates and allows a place to add nominations taken at the meeting.

e) Absentee and electronic voting will be permitted when the Board establishes a mechanism for such voting methods that preserves the integrity of the voting process.

Section 6: RESIGNATIONS AND REMOVAL

a) 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.

b) In order to remove a Director/Officer from the Board, charges must be presented to the Board 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.

c) Three consecutive absences from Board Meetings shall be considered resignation from the Board 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 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; chair the Board of Directors; shall preside at all Board 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, 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 four other elected Board Members will carry out such duties as may be assigned by the President.
8. The Secretary and Treasurer will work together to maintain a current membership list showing all members who are in good standing.

ARTICLE VIII: BOARD MEETINGS

Section 1: BOARD MEETINGS

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

Section 2: SPECIAL MEETINGS

Special Meetings of the Board may be called by a simple majority of the members of the Board.

Section 3: QUORUM

a) A Quorum to conduct Board business shall consist of at least five (5) current Directors/Officers.

b) If a Quorum to conduct Board 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 President.

ARTICLE IX: COMMITTEES

Section 1: STANDING COMMITTEES (on going)

a) The Board has 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.

b) The President or Board 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 chairperson who will be responsible for insuring that 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

a) The Nominating Committee shall consist of three (3) members from the Membership who are not on the Board. The committee shall be appointed by the President at the September general meeting.

b) The Nominating Committee shall be responsible for:

1) Interviewing prospective new Director/Officer candidates.

2) Recommending to the General Membership an annual slate of Directors/Officers.

c) 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.

d) 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.

e) Board Officers/Directors will be elected by simple majority at the December Association Meeting.

f) The Sergeant-at-Arms/Parliamentarian will conduct and certify the election.

g) New Directors and Officers shall assume their duties on January first of each year.

h) In the event an election is not held in December, the Membership may call for an election at any time during the calendar year and the elected officers will serve until the end of the subsequent calendar year.

ARTICLE X: DUES

a) Yearly dues shall be assessed to all members and are due and payable February 1st, and shall be considered delinquent as of March 1st. Any member not in good standing as of March 31st shall be dropped from membership. Dropped members who want to be reinstated must pay the full amount of the annual dues. A delinquent member will not be a member in good standing of the Association.

b) The amount of the annual dues shall be determined and set by the Board and approved by the membership at the regular January meeting.

c) Dues for New Members:

1) Dues for New Members will be prorated quarterly

2) Board of Directors has the power to waive or assess "in kind" fees.

c) Prospective Members:

Members are encouraged to invite prospective members to the monthly membership meetings. After the second visit, such members will be asked to join the Association. Non-members may not promote their business through the association nor vote on any matter put to the membership.

ARTICLE XI: GENERAL PROVISIONS

Section 1: MAINTAINING BOOKS AND RECORDS

a). The Association shall maintain accurate books of account and records of proceedings.

b) All bills should be submitted to the Board for their approval or recommendations.

c) Expenditures not in excess of \$250.00 may be authorized by the Board. Expenditures in excess of \$250.00 must be approved by the membership.

d) Two (2) signatures of authorized members of the Board are required on all association checks.

e) The Treasurer shall provide a copy of the Association's financial statements (balance sheet and income/expense report) to each member of the Board at the monthly board meeting and will have a copy of that report available at each regular meeting of the Association.

f) The Association's quarterly financial statement (which shall include a balance sheet and an income/expense ledger) shall be posted on the Association's website by the 15th of each quarter.

g) Any Association member may request a complete written accounting upon ten (10) days written notice. The President or any member of the Board may request a detailed written accounting at any time.

h) One member of the Board will be designated as the Association's Financial Controller. The Financial Controller will review the Association's bank statement and cleared checks on a monthly basis using the Association's Bank's e-statement.

Section 2: FISCAL YEAR

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

ARTICLE XII: GIFTS, DONATIONS AND CONTRIBUTIONS

- a) The Board may accept gifts and donations on behalf of the Association.
- b) All gifts and donations are to be announced at the next regular membership meeting.
- c) All requests for contributions from the NSBA shall be submitted in writing to the Board for review. Upon recommendation of the Board, contributions in excess of \$250.00 shall be voted upon at the next meeting of the general membership, and will be approved by a simple majority of those present.

ARTICLE XIII: BYLAWS REVISIONS/AMENDMENTS

- a) Amendments to the By-Laws must be presented in writing at one regular membership meeting and voted on at the next regular membership meeting.
- b) 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.
- c) A simple majority vote is required to revise the By-Laws.

ARTICLE XIV: DISSOLUTION

- a) A recommendation to dissolve the Association must be approved at a regular membership meeting by a simple majority.
- b) The written recommendation to dissolve must be mailed to the membership at least ten (10) days prior to the final vote.
- c) The Association may be dissolved by a simple majority vote at the next regular membership meeting.
- d) Assets of the dissolved Association shall be donated to the Northshore Fire Protection District following Association dissolution and audit of all books and records.
- e) In conjunction with the Board, the President will oversee the transfer of assets.