

BYLAWS

(Updated through November, 2005)

ARTICLE I - Name of Organization

The name of the organization shall be the "Clayton Business & Community Association." ("CBCA")

ARTICLE II - Purpose of the Organization

A. Mission:

2.01 The Clayton Business & Community Association ("CBCA") is a non-sectarian, non-partisan and apolitical non-profit community service organization.

2.02 The Mission of the CBCA is to:

2.02.1 work with its members, local government, local merchants, and the citizens of Clayton to improve the quality of life in the Clayton community.

2.02.2 foster business and social networking and camaraderie among its members through meetings, social gatherings and other activities; and,

2.02.3 raise funds through activities to be used for purposes consistent with the CBCA's mission.

2.03 The CBCA may not engage in any activity inconsistent with its mission or contrary to California Law.

B. Motto:

2.04 "For the good of the Clayton Community."

ARTICLE III - Membership

A. Objective

3.01 The quality of an individual's membership (i.e., camaraderie and level of participation) is as important as overall membership size.

B. Eligibility For Regular Membership

3.02 Any individual or entity is eligible to apply as a Regular Member upon satisfaction of the following: (a) having a residence or business in or near Clayton, California; or (b) employed by or conducting a business in or near Clayton, California which is available to Clayton residents; and (c) the Executive Board is satisfied that the applicant will actively participate in, and support the mission of the CBCA.

C. Eligibility For Honorary Membership

3.03 An Honorary Member is any individual or entity selected for actions considered exemplary and worthy by the Executive Board and approved by a majority of the Regular Members at the General Meeting. An Honorary Member shall be entitled to all of the rights and privileges of Regular Members with the exception of the right to vote, but shall be exempt from payment of any fees, dues, or assessments by the CBCA.

D. Admission As Regular Member

3.04 Any individual or entity eligible to be a Regular Member under Article III-B of these Bylaws will be admitted for membership upon the approval of the Executive Board on completion and submission of all of the following:

(a) a completed application in the form and manner prescribed by the Executive Board;

(b) payment of an initiation fee payable to the CBCA;
and,

(c) payment of annual dues prorated for the remainder of the fiscal year. Any individual or entity whose application is not accepted by the Executive Board shall have all fees promptly returned.

E. Initiation Fee

3.05 The Executive Board shall set the amount of the initiation fee with review and approval of members at a General Meeting convened not later than three (3) months prior to the commencement of the fiscal year.

F. Annual Dues

3.06 The Executive Board shall set the amount of the annual dues upon review and approval of members at a General Meeting convened not later than three (3) months prior to the commencement of the fiscal year.

G. Renewals, Reinstatement, Reapplication

3.07 Annual dues are due and payable on the first day of the fiscal year.

3.08 Any Regular Member that does not pay the full amount of the annual dues by the end of the second month of the fiscal year shall pay a reinstatement fee, in addition to the full amount of the annual dues.

3.09 The amount of any proposed change in the reinstatement fee shall be established by the Executive Board and presented to the members for review and approval not later than the Annual Meeting.

3.10 As of the next fiscal year, former members must reapply for membership and satisfy all such requirements, including the initiation fee.

H. Member in Good Standing

3.11 A Member in Good Standing is a member who satisfies all of the following:

3.11.1 compliance with all provisions of Section III-B or III-C, and

3.11.2 who pays all applicable fees and due in a timely fashion.

3.12 Rights and privileges of membership, including the privilege to vote (only one vote per membership), shall be granted to Members in Good Standing only.

I. Membership Participation

3.13 Regular Events: The CBCA will sponsor one or more "regular" events each year, as designated by the Executive Board. Regular members are required to participate in at least one Regular Event each fiscal year.

3.14 Special Events: With Board approval, individual members can create a special event by agreeing to head up the activity and solicit the volunteers. Active member participation is not required, but is encouraged.

J. Termination of Membership

3.15 Membership may be terminated at any time by resignation of the member in question

and/or may be terminated by action of the Executive Board for failure to maintain the membership in good standing or for other just cause, as determined in the sole discretion of the Executive Board. Prior to the termination of any membership, the Executive Board shall provide written notice and an opportunity for response by the affected member.

ARTICLE IV - Executive Board

Officers of the CBCA

4.01 The Executive Board shall consist of six (6) voting members as follows: 1) President; 2) First Vice President (Program Director); 3) Second Vice President (Membership Director); 4) Secretary (Corresponding and Recording); 5) Treasurer; 6) Immediate Past President.

4.02 All officers shall assume their duties effective as of the first day of each fiscal year.

4.03 The offices of President, First Vice President, Second Vice President and Treasurer shall be limited to two (2) consecutive annual terms.

4.04 An Officer may not simultaneously hold an elected position in the City of Clayton. Any Officer shall be deemed to have voluntarily resigned from the Executive Board effective on the date the Officer is elected to, or appointed to, fill the remaining term of an elected position in the City of Clayton.

ARTICLE V - DUTIES OF OFFICERS

5.01 **President:** Shall be the administrative head of the Association, and will prepare agendas and preside over all General Meetings of the Association, as well as act as Chair of the Executive Board. The President, with Board approval, shall appoint all Committee Chairs. The President, with the exception of the Nominating Committee, shall be an ex-officio member of all committees. The President shall co-ordinate research, if necessary, for donation requests.

5.02 **First Vice President (program Director):** Shall assume the duties of President in the event of the President's inability or failure to act; arrange for facilities, food and secure speakers, if any, for the General Membership meetings.

5.03 **Second Vice President (Membership Director):** Shall assume the duties of the First Vice President in the event of any failure or inability to perform by the First Vice President. The Second Vice President will also maintain a working knowledge of the functions of the CBCA Secretary and Treasurer to provide continuity in those functions in the event those offices are vacated prior to the end of their terms. The Second Vice President shall co-ordinate member data and services; and oversee registration at the General Membership meetings.

5.04 **Secretary:** Shall keep complete minutes of all Executive Board and General Membership meetings and distribute copies as directed by the Executive Board. The Secretary shall prepare and transmit various correspondence and other documents as directed by the Executive Board and shall also maintain a complete file of all secretarial documents and records of the CBCA.

5.05 **Treasurer:** Shall be responsible for all funds of the CBCA, and shall maintain and preserve a full and accurate record of all financial transactions. In that connection, the Treasurer will prepare and provide a written report to the General Membership of the quarterly financial status. The Treasurer, with the Finance Committee, will prepare the annual budget. Three (3) months prior to the next fiscal year, the Treasurer shall present the proposed annual budget for: 1.) Approval of the Executive Board, 2.) Introduction to the General Membership, 3.) Final approval at the Annual Meeting the following month. The Treasurer will serve as Chair of the Finance Committee.

5.05.1 The incoming and outgoing Treasurers shall complete an Annual Financial Statement of the preceding year and the documents presented to the Executive Board and the General Membership at the respective meetings in the second month of the fiscal year

5.05.2 The Treasurer and any other members of the CBCA made responsible for the handling of funds may be bonded in such amount as the Executive Board shall determine.

5.06 **Immediate Past President:** Shall provide continuity concerning the CBCA activities from the fiscal year of Presidency to the succeeding fiscal year, be responsible for the installation of newly elected officers, and be available to serve as Co-Chair of various Special Committees, as needed, upon approval by the Executive Board. If the Immediate Past President is not able to serve, the President, with Board approval, shall appoint a Past President to serve in that position.

ARTICLE VI - Elections and Vacancies

6.01 **Nominating Committee:** Shall be formed by the close of the eighth General Meeting of each year, to select a slate of Officers for the succeeding fiscal year. The Nominating Committee shall consist of five (5) members. The Executive Board shall appoint three members, including the Chair. One member (and only one) shall be from the Executive Board. The remaining two members shall be selected by the General Membership from among its own rank of members.

6.02 **Screening of Candidates:** Nomination forms may be distributed or otherwise made available by the eighth General Meeting of the fiscal year. The Nominating Committee will screen the candidates for the different offices to confirm that each is in fact a Member in Good Standing and understands and actively supports the purposes of the CBCA and its Bylaws. Candidates should be willing to contribute the necessary time required for Board activities.

6.03 **Recommendation of Slate of Candidates:** The Nominating Committee will submit the slate of candidates, consisting of one (1) individual or more for each office, to the Executive Board and the General Membership at their respective tenth meetings of the fiscal year. Additional nominations for officers as made by two (2) members in good standing shall be accepted from the floor of the respective General Meeting.

6.04 **Officer Elections:** Shall be conducted at the eleventh General Meeting by written ballot. If more than one person is seeking an office, ballots will be mailed to all voting members in good standing with the minutes of the tenth fiscal month. If a member does not receive a ballot, it is the responsibility of that member to obtain, complete, and return the sealed ballot by the eleventh General Meeting of the fiscal year. If only one person is running for each office, the vote may be by affirmation of the General Membership at the eleventh meeting of the fiscal year.

6.05 **Vacancies on the Executive Board:** Vacancy in the Presidency shall be filled by the First Vice President for the remainder of the unexpired term. The Second Vice President shall assume the duties of the First Vice President. Other vacancies shall be filled by appointment by the Executive Board should they occur more than two (2) months prior to the next succeeding regular election.

ARTICLE VII - Committees

General Rules:

7.01 The President will appoint all Committee Chairs with the approval of the Executive Board.

7.02 Each Committee Chair shall prepare a plan, including a budget, to achieve the goals of the Committee. Such plan shall be submitted to the Executive Board for approval, prior to any

implementation thereof. The Committee Chair shall be obligated to promptly provide a full and detailed explanation of any proposed substantial deviation from the plan to the Executive Board.

7.03 **Audit Committee:** Shall consist of a Chair and two (2) members in good standing, who shall be assigned each year to audit and review all of the financial records of the CBCA within ninety (90) days of the close of each fiscal year. The Executive Board and the General Membership shall each select one member of the Committee, during the first month of each fiscal year. The Committee shall receive the completed financial statement for the prior fiscal year from the Treasurer on or before the end of the second month of the fiscal year. The Committee shall present its report at the General Meeting in the fourth month of the fiscal year.

7.04 **Finance Committee** - Shall consist of the Treasurer, the President, a Past President and one or more members at large. The Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall be responsible for reviewing the financial condition of the CBCA and preparing a budget for the next fiscal year.

7.05 **Special Committees** - In order to accomplish certain special functions and conduct various events, the Executive Board is empowered to form special committees as needed.

ARTICLE VIII - General Rules

8.01 Rights and privileges of membership, including the privilege to vote, shall be granted to Members in Good Standing only.

8.02 Any motion involving a donation in excess of One Thousand Dollars (\$1,000.00) must be made and discussed at the General Meeting prior to any General Meeting at which such item is voted on, unless, for time sensitive requests only, the Executive Board does all of the following:

- a) Places the item on the next General Meeting Agenda in the form of a Board proposal;
- b) Clearly identifies the item as requiring a vote, and allows full consideration of the issue so that the membership can make an informed decision;
- and,
- c) Notification of the agenda item is mailed to all members at least three (3) days prior to the meeting.

8.03 Any motion involving a non-budgeted expenditure for assets, administrative or improvements in excess of Three Thousand Dollars (\$3,000.00) must be made and discussed at the General Meeting prior to any General Meeting at which such item is voted upon unless, for time sensitive requests only, the Executive Board does all of the following:

- a) Places the item on the next General Meeting Agenda in the form of a Board proposal;
- b) Clearly identifies the item as requiring a vote, and allows full consideration of the issue so that the membership can make an informed decision;
- and,
- c) Notification of the agenda item is mailed to all members at least three (3) days prior to the meeting.

8.04 Membership must be notified of any such expenditure in the CBCA newsletter and at the General Membership Meeting following the expenditure. Such expenditures are limited to two per year.

8.05 Any motion involving a donation in excess of Nineteen Thousand Nine Hundred Ninety Nine Dollars (\$19,999.00) shall require a vote of two-thirds (2/3) of members in

attendance at the General Meeting at which the vote occurs.

8.06 Any member who is an officer or director of an entity that submits a donation request shall not be eligible to vote on such donation request.

ARTICLE IX - General Meetings

9.01 A General Meeting shall be held monthly on a regular date, time and place to be set by the Executive Board.

9.02 The Annual Meeting shall be held in the eleventh month of the fiscal year. (Roberts Rules)

ARTICLE X - Executive Board Meetings

10.01 Shall be held on a monthly basis, at least two (2) weeks prior to the General Membership Meeting at a time and place to be determined by the Executive Board. All members in good standing are welcome at Board Meetings, but must request permission to participate in discussions, and have no voting rights.

10.02 Should an item or issue need to be addressed by the Executive Board prior to the next scheduled Board Meeting, the Board, without a meeting, may take action if all members of the Executive Board individually reply in writing, facsimile or e-mail. The written replies shall be filed with the minutes of the next Board proceedings.

10.03 The Executive Board may remove any officer of the CBCA, either with or without cause, whenever, in the judgement of the Board, the best interests of the CBCA will be served. Removal shall occur only upon a two-thirds (2/3) vote of the officers, exclusive of the person being removed, and after that person being given the opportunity to be heard at an Executive Board meeting.

ARTICLE XI - Special Meetings

11.01 Of either the General Membership or the Executive Board shall require at least three (3) days advance notice.

ARTICLE XII - Quorum Requirements

12.01 A quorum for Regular or Special General Membership Meetings shall consist of twenty-five percent (25%) of the Membership, including at least fifty percent (50%) of the Executive Board.

12.02 If a quorum is not present, the Executive Board shall either call for a Special Meeting of the General Membership, mail a ballot to the General Membership to be returned to the Executive Board by a specified date, or take other appropriate action.

12.03 A quorum for Executive Board Meetings shall consist of a majority of the Board members.

ARTICLE XIII - Reserve Accounts and Expenditures

13.01 Each yearly budget shall provide for a Reserve Account of not less than \$25,000 cash. The Reserve Account may not be accessed without a vote of the members at a regular or special General Meeting.

13.02 No expenditure greater than One Thousand Five Hundred Dollars (\$1,500) may be made without the signature of two of the following: Treasurer, President, First Vice President, or

Second Vice President.

ARTICLE XIV - Voting

14.01 Each individual or entity that is a Member in Good Standing, shall be entitled to only one (1) vote on each matter submitted to a vote of the members. Votes/Ballots must be cast in accordance with Policies and Procedures and given to any Board Member before a vote is taken, unless otherwise specified therein.

14.02 A simple majority, unless otherwise specified therein, shall determine all votes.

14.02.1 Any motion before the Membership, at the discretion of the President, Executive Board or by simple majority of the Members in Good Standing in attendance at the General Meeting at which the vote occurs, may be conducted by written ballot.

14.02.2 Written votes/ballots, including absentee votes/ballots, are required and part of the quorum only for Bylaw Amendments and Elections.

14.03 Members entitled to vote are not permitted to vote or act by proxy.

ARTICLE XV - Approval/Amendment of Bylaws and Policies and Procedures

15.01 Bylaws and Policies and Procedures may be approved/amended by a two-thirds (2/3) vote of Members in Good Standing in attendance at any Regular or Special Meeting.

ARTICLE XVI - Dissolution

16.01 A motion to dissolve the CBCA must be made by a Member in Good Standing at a meeting of the Executive Board. The Board shall consider the motion and may recommend to the members that the CBCA be dissolved upon consideration of all of the following:

- a) the current number of members;
- b) the financial condition of the CBCA;
- c) whether or not the CBCA is fulfilling its mission;
- d) any other matter deemed relevant by the Executive Board.

16.02 If, under the preceding section, the Executive Board proposes that the CBCA be dissolved, the motion will be voted on at a Regular or Special Meeting of the membership or a mail vote and must be approved by two-thirds (2/3) of the Members in Good Standing.

16.03 One hundred and twenty (120) days after a vote in favor of dissolution, all CBCA funds not needed in satisfaction of CBCA liabilities shall be donated to the Clayton Historical Society.

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