

**Clayton Business & Community Association, Inc.**  
**Current As Of May 2018**

**Article I. Name of the Organization**

Section 1.01 The name of the organization shall be the "Clayton Business & Community Association, Inc."

**Article II. Purpose of the Organization**

Section 2.01 The Clayton Business & Community Association, Inc. (hereinafter referred to as "CBCA") is a non-sectarian, non-partisan and apolitical community service organization created and operated for educational and charitable purposes.

Section 2.02 The mission of the CBCA is to conduct organizational activities, including working with its members, local government, local merchants, and the citizens to raise funds and provide support for such purposes as: community events and improvements, community service opportunities, provide relief to the poor and underprivileged, college scholarships, youth educational opportunities, youth athletic activities, and educational assets.

Section 2.03 The CBCA may not engage in any activity inconsistent with its mission or contrary to California Law and shall not participate, or intervene, in any political campaign on behalf, or against, any political candidate.

Section 2.04 The Clayton Business & Community Association does not plan any pecuniary gain or profit thereof and it is organized strictly for nonprofit purposes.

Section 2.05 Motto: "For the Good of the Clayton Community"

**Article III. Membership**

**Section 3.01 Membership Objective and Participation**

- (a) The quality of an individual's membership (e.g., camaraderie and level of participation) is as important as the number of members.
- (b) Members will not engage in hostile or antagonistic behavior towards other members.
- (c) Regular Events: The Executive Board shall annually designate all events that it considers to be Regular Events that are organized, managed, staged or sponsored by CBCA. Each CBCA Member in good standing is expected to serve on at least one committee or sub-committee and/or volunteer for at least two Regular Events.
- (d) Special Events: Any Member in Good Standing may seek approval of a Special Event (i.e., a non-Regular Event) from the Executive Board, subject to any requirements and conditions set forth by the Executive Board.

**Section 3.02 Eligibility for Membership**

- (a) Any individual, couple, business or organization is eligible to apply as a Member upon satisfaction of the following:
  - (i) Have a residence in or near Clayton, California
  - (ii) Be employed by or conduct a business in or near Clayton, California, which is available to Clayton residents
  - (iii) Provide a valid email address to facilitate communications
  - (iv) Actively participate in CBCA activities through volunteerism and support the mission of the CBCA

Section 3.03 Admission for Membership

- (a) Any individual, couple, business or organization eligible to be a Member under Section 3.02 of these Bylaws will be admitted for membership on the approval of the Executive Board upon completion and submission of all of the following:
  - (i) A completed application in the form and manner prescribed by the Executive Board
  - (ii) Payment of an initiation fee payable to the CBCA
  - (iii) Payment of annual dues prorated for the remainder of the current year
- (b) Couples admitted to membership shall each be allowed a vote on all questions calling for a member vote where the couple has paid applicable dues as set by the Executive Board pursuant to Section 3.05(a).
- (c) Any applicant not approved by the Executive Board shall have all fees and dues promptly returned.

Section 3.04 Member in Good Standing

- (a) A Member in Good Standing is a member who satisfies all of the following:
  - (i) Is in compliance with all provisions of Section 3.02
  - (ii) Pays all applicable fees and dues in a timely fashion
- (b) Rights and privileges of membership, including the privilege to vote (one vote per member), shall be granted to members in good standing.

Section 3.05 Annual Dues

- (a) If annual dues are to change, the Executive Board shall set the amount of the annual dues upon review and approval of members at the Annual General Membership Meeting.

Section 3.06 Initiation Fee

- (a) If the initiation fee is to change, the Executive Board shall set the amount of the initiation fee with the review and approval of members at the Annual General Membership Meeting.

Section 3.07 Renewals, Reinstatement, Reapplication

- (a) Annual dues statements shall be delivered to all current members by October 1 of each year. Annual dues payments not received by December 31 are considered late and subject to a reinstatement fee to be paid in addition to the full amount of the annual dues. Dues payments delivered by mail are considered timely if postmarked no later than December 31.
- (b) Any Member that does not pay the full amount of the annual dues by the end of February shall pay a reinstatement fee in addition to the full amount of the annual dues.
- (c) 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 no later than the Annual Meeting in November.
- (d) Former members (those who were once members but went at least a full year without paying dues) must reapply for membership and satisfy all such requirements, including any initiation fee.

Section 3.08 Termination of Membership

- (a) 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 at the sole discretion of the Executive Board. Prior to any vote to terminate a member, the affected member shall be notified in writing of the proposed action, the cause(s) underlying the proposed action, and shall have the opportunity to be heard (in writing or in person) at the Executive Board meeting at which the proposed termination vote is to take place.

Section 3.09 Honorary Life Membership

- (a) The Executive Board may nominate any current or former member for Honorary Life Membership for actions considered exemplary and worthy by the Executive Board. The Executive Board must seek the approval of a majority of members in good standing at a General Meeting. Honorary Life Members shall be entitled to all of the rights and privileges of membership with the exception of the right to vote or to be eligible to serve on the Executive Board. Honorary Life Members shall be exempt from payment of membership dues.

Section 3.10 President's Award

- (a) The President's Award may be granted to active members who have made a significant contribution and supported the CBCA and its objectives. Any member may recommend a member to the Executive Board to be considered for this award. The member may be the subject of press releases to local papers, and may be highlighted in club newsletters and at the General Meeting. This award shall be limited to one recipient per year and requires Board approval.

**Article IV. Executive Board**

Section 4.01 Officers of the CBCA

- (a) The Executive Board shall consist of the following six Officers: 1) President; 2) First Vice President (Program Director); 3) Second Vice President (Membership Director); 4) Secretary; 5) Treasurer; 6) Past President.
- (b) All Officers shall assume their duties effective January 1<sup>st</sup> of each year.
- (c) The terms of office for members of the Executive Board shall be as follows:
  - 1. The offices of President, First Vice President, and Second Vice President shall be for a term of two (2) years and shall not extend beyond four (4) consecutive years;
  - 2. The offices of Treasurer and Secretary shall be for a term of two (2) years but will have no term limit;
  - 3. Implementation of the terms of office shall be as follows:
    - i. For the October 2018 election, the offices of President, First Vice President and Treasurer shall be elected to a two (2) year term;
    - ii. For the October 2018 election the offices of Second Vice President and Secretary shall be elected to a one (1) year term. Thereafter the offices of Second Vice President and Secretary shall be elected to a two (2) year term.
  - 4. The computation of term limits shall commence as of 2018. Time served on the Executive Board prior to 2019 shall not count against any term limit.

- (d) 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 assumes office on the Clayton City Council.
- (e) Immediate family members may not serve on the Executive Board simultaneously.

## **Article V. Duties of Officers**

### **Section 5.01 President**

- (a) The President shall:
  - (i) Be the administrative head of the Association
  - (ii) Prepare agendas and preside over all General and Board Meetings
  - (iii) Be responsible for club correspondence as appropriate
  - (iv) Represent the CBCA at community and civic events or designate another Board Member to do so
  - (v) Coordinate research for donation requests
  - (vi) Prepare donation summaries for the monthly meeting announcement
  - (vii) Write the President's message for the monthly meeting announcement
  - (viii) Appoint all Committee Chairs with Board approval
- (b) The President may:
  - (i) Be an ex-officio voting member of all committees
- (c) The President may not:
  - (i) Serve as chair of any committee, unless approved by the Executive Board.

### **Section 5.02 First Vice President (Program Director)**

- (a) The First Vice President shall:
  - (i) Assume the duties of President in the event of the President's absence, disability, or refusal to carry out a decision of the Board made pursuant to a properly made motion.
  - (ii) Arrange for facilities, food and speakers, if any, for the General Membership meetings
  - (iii) 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
  - (iv) Oversee and work closely with Committee Chairs to ensure they are fulfilling their responsibilities as outlined in Section 7.01
  - (v) Coordinate the annual CBCA volunteer appreciation event

### **Section 5.03 Second Vice President (Membership Director)**

- (a) The Second Vice President shall:
  - (i) Assume the duties of the First Vice President in the event of the First Vice President's absence, disability, or refusal to carry out a decision of the Board made pursuant to a properly made motion.
  - (ii) Coordinate member data services and website member information maintenance
  - (iii) Staff CBCA booths at Club events, or designate other member(s) to do so
  - (iv) Oversee registration at General Membership meetings
  - (v) Actively recruit new members through outreach and by attending local community events

### **Section 5.04 Secretary**

- (a) The Secretary shall:
  - (i) Keep complete minutes of all Executive Board and General Membership meetings and other special meetings
  - (ii) Distribute copies as directed by the Executive Board

- (iii) Prepare and transmit various correspondence and other documents as directed by the Executive Board
- (iv) Maintain a complete file of all secretarial documents and records of the CBCA during the term served
- (v) Post Board and Membership minutes on the CBCA internal website

Section 5.05 Treasurer

(a) The Treasurer shall:

- (i) Be responsible for all funds of the CBCA and maintain and preserve an accurate record of all financial transactions
- (ii) Provide, on a quarterly basis, a written report to the Executive Board and General Membership summarizing CBCA's financial status.
- (iii) Provide, in intervening months, an oral report to the Executive Board and General Membership of income, expenses, and donations, including beginning and ending balances on all bank accounts.
- (iv) Provide other reports as directed by the Executive Board
- (v) Send out a request to all Committee Chairs for proposed committee budgets for the following year (request to be sent out by July 15 and received back no later than August 31)
- (vi) Serve as Chair of the Finance Committee
- (vii) Schedule a meeting with the Finance Committee by September 10 in order to prepare the proposed annual budget
- (viii) Follow up on other Committee budgets (if needed) by September 30
- (ix) Present the proposed annual budget in October of each year for:
  - 1) Approval of the Executive Board (October Board Meeting)
  - 2) Introduction to the General Membership (October General Meeting)
  - 3) Final approval at the Annual Meeting (November)

(b) The incoming and outgoing Treasurers shall complete an annual financial statement of the preceding year for presentation to the Executive Board and the General Membership at the respective meetings, as well as the Audit Committee, in February of each year.

(c) The Treasurer and other members of the CBCA made responsible for the handling of funds may be bonded in such amount, as the Executive Board shall determine

(d) Coordinate and facilitate outside audits as requested.

Section 5.06 Past President

(a) The Past President shall:

- (i) Provide continuity concerning the CBCA activities from the previous year to the succeeding fiscal year
- (ii) Be available to serve as Co-Chair of various Special Committees as needed upon approval by the Executive Board
- (iii) Coordinate transition from previous year's Executive Board to new Executive Board, as needed, on issues of past practice or events
- (iv) If the Immediate Past President is not able to serve, the President, with board approval, shall appoint another Past President who is aware of current proceedings to serve in that position

Section 5.07 Vacancies on the Executive Board

(a) If any position on the Executive Board becomes vacant the position shall be filled by appointment of the Executive Board for the unexpired term.

Section 5.08 The Executive Board may remove any officer of the CBCA, with cause, whenever, in the judgment 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 entire Board, not including the person being removed. Prior to any vote to terminate an officer, the affected officer shall be notified in writing of the proposed action and cause(s) for removal at least 30 days prior to the board meeting at which removal vote is to take place. The affected officer shall have the opportunity to be heard (in writing or in person) at the Executive Board meeting at which the proposed termination vote is to take place.

## **Article VI. Elections**

### **Section 6.01 Nominating Committee**

- (a) The Nominating Committee shall be formed, by the close of the July General Meeting of each year, to compile a list of candidates seeking election to the Executive Board for the following year.
- (b) The Nominating Committee shall consist of five (5) members. The Executive Board shall appoint three (3) members, including the Chair. Only one member shall be from the Executive Board. The remaining two members will be selected at the July General Membership meeting. Any current member of the Executive Board who is standing for reelection is not eligible to serve on the Nominating Committee.
- (c) Nomination forms may be distributed or otherwise made available by the July General Meeting. The Nominating Committee will verify that each candidate for election to the Executive Board is a Member in Good Standing, understands and actively supports the mission and purpose of the CBCA and its bylaws, and is willing and able to contribute the necessary time and effort required of Board members.
- (d) The Nominating Committee will submit the list of candidates, consisting of one (1) or more individuals for each office, to the Executive Board and the General Membership at their September meetings. Additional nominations for officers, seconded by a Member in Good Standing, shall be accepted from the floor at the September General Membership meeting.

### **Section 6.02 Officer Elections**

- (a) Officer elections shall be conducted during the October 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. 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 October General Meeting. If only one person is running for each office, the vote may be by affirmation of the General Membership at the October meeting.
- (b) At the September meeting those who are seeking election to the Executive Board shall be given the opportunity to provide a written statement, and/or make a brief oral presentation, to the membership of the candidate's capabilities and commitment.

## **Article VII. Committees**

### **Section 7.01 Committee Chairs**

- (a) The President will appoint all Committee Chairs with the approval of the Executive Board.
- (b) Each Committee Chair will prepare a plan, including a budget, to achieve the goals of the Committee at least six (6) months prior to the event. Such plan shall be submitted to the Executive Board for approval. The Committee Chair shall be obligated to promptly provide a full and detailed explanation of any proposed substantial deviation from an already-approved budget or plan.

Section 7.02 Internal Audit Committee

- (a) The Internal Audit Committee shall consist of a Chair and two (2) members who shall be assigned each January to audit and review the financial records of the CBCA. The President shall select the Chair; the Executive Board and General Membership shall each select one member. The Committee shall receive the completed financial statement for the prior year from the Treasurer on or before the end of February. The audit shall be completed by the end of March. The Committee shall present its report at the Executive Board and General Membership meetings in April of each year.

Section 7.03 Finance Committee

- (a) The Finance Committee shall consist of the Treasurer, the President, a Past President appointed by the President with Board approval, and one or more members selected by the General Membership. The Treasurer shall serve as Chair of the Finance Committee. The Finance Committee shall be responsible for reviewing the financial condition of the CBCA and preparing a proposed budget by October.

Section 7.04 Special Committees

- (a) In order to accomplish certain special functions and conduct various events, the Executive Board is empowered to form special committees.

**Article VIII. General Rules**

Section 8.01 Rights and Privileges

- (a) Rights and privileges of membership, including the privilege to vote, shall be granted to members in good standing only.

Section 8.02 Motions up to \$1,000

- (a) Any motion or expenditure of up to One Thousand Dollars (\$1,000) may be made by the Executive Board.

Section 8.03 Motions greater than \$1,000

- (a) Any motion involving a donation in excess of One Thousand dollars (\$1,000) 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:
  - (i) Places the donation request on the next General Meeting Agenda in the form of a Board Proposal
  - (ii) Clearly identifies the donation request as requiring a vote, and allows full consideration of the issue so the membership can make an informed decision
  - (iii) Notifies all members of the donation request at least three (3) days prior to the meeting

Section 8.04 Motions greater than \$3,000

- (a) Any motion involving a non-budgeted expenditure of a non-donation item in excess of Three Thousand Dollars (\$3,000) 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:
  - (i) Places the item on the next General Meeting Agenda in the form of a Board Proposal
  - (ii) Clearly identifies the item as requiring a vote, and allows full consideration of the issue so that the membership can make an informed decision
  - (iii) Notifies all members of the agenda item at least three (3) days prior to the meeting
- (b) The 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 (2) per year.

Section 8.05 Motions of \$20,000 or greater

- (a) Any motion involving a donation or expenditure of \$20,000 or greater shall require a vote of two-thirds (2/3) of the members in attendance at the General Meeting at which the vote occurs.

Section 8.06 Employees

- (a) It shall be the policy of the CBCA to avoid hiring employees if possible. Volunteers are preferred for all positions. If volunteers are not available or practical for a position, independent contractors may be retained upon proper qualification, licensing, and insurance as appropriate for the position. All independent contractor agreements shall be in writing and approved by the Executive Board.

**Article IX. General Meetings**

Section 9.01 A general Meeting shall be held monthly, excluding December.

Section 9.02 The Annual meeting shall be conducted during the November General Membership meeting.

Section 9.03 The Agenda is sent to all members at least seven (7) days prior to the meeting.

Section 9.04 Rules of Order

- (a) Members: All members of the association will conduct themselves under common rules of decency and decorum.
- (b) Meetings: All meetings of the association will be conducted under common rules of decency and decorum. In the event an item is not covered under CBCA Bylaws, the current issue of Robert's Rules of Order may be consulted for guidance.

**Article X. Regular Executive Board Meetings**

Section 10.01 The Executive Board shall meet 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 they may not participate in the discussion of agenda items unless recognized by the President.

Section 10.02 Any action which may be required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing (including confirmation by email), setting forth the action so taken is signed by all the members of the Executive Board. Such consent shall be kept with the minutes of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.

**Article XI. Special Executive Board Meetings**

Section 11.01 Special Meetings of the Executive Board for any purpose may be called at any time by the written notice of the President or any two Officers of the Board. Notice shall be not less than four (4) days prior to the date of the meeting. The notice must set forth the date, time, and location of the meeting, as well as the specific item(s) or matter(s) to be discussed at the meeting. Written notice must be provided by e-mail to all Board members. The notice must specify whether the meeting is one that qualifies as an Executive Session. Unless the subject of the special meeting is one that would qualify as an Executive Session, all special meetings of the Executive Board are open to CBCA members pursuant to provisions elsewhere stated in these Bylaws. Minutes of any special meeting of the Executive Board shall be prepared in the same manner as for a regular meeting and shall be available to the members in the same manner as the minutes of the regular Board Meeting.



Section 11.02 An Emergency Meeting of the Executive Board may be called by the President or any two Board members (other than the President) under circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Executive Board, and that of necessity make it impractical to provide prior regular notice. Minutes of any Emergency Board Meeting shall be prepared in the same manner as for a Regular Board Meeting and shall be available to the members in the same manner as the minutes of the Regular Board Meeting.

Section 11.03 The Executive Board can adjourn from a regular or special meeting to an executive session ("closed session") on the affirmative vote of a majority of the board present at a meeting that is open to attendance by CBCA members at which a quorum has been established. An executive session may also be called independently of any open meeting of the Executive Board.

Section 11.04 The Executive Board must meet in executive session if requested by a CBCA member or officer who may be subject to fine, penalty, or termination, with such member or officer entitled to attend the executive session.

Section 11.05 Any matter discussed in an executive session shall be generally noted in the minutes of the immediately following Executive Board meeting that is open to CBCA members. Any description of the topics discussed in an executive session should be described in a manner that is consistent with the purposes and intent of the executive session and which preserves the confidentiality of what was discussed and any opinions expressed during the executive session. No motion or vote may be made or taken in an executive session.

## **Article XII. Quorum Requirements**

Section 12.01 A quorum for Regular or Special General Membership Meetings shall consist of twenty-five percent (25%) of the Membership, as announced at the immediately previous Regular Membership meeting.

Section 12.02 If a Quorum is not present, the Executive Board shall either 1) call for a Special Meeting of the General Membership, or 2) mail a ballot to the General Membership to be returned to the Executive Board by a specified date, or 3) take other appropriate action.

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

Section 12.04 Proxies, in a form approved by the Executive Board, shall be allowed solely for purposes of establishing a quorum for any Regular General Membership Meeting. A proxy may only be executed by a Member in Good Standing and shall be valid only for the calendar year in which the proxy is executed.

### **Article XIII. Reserve Accounts and Expenditures**

Section 13.01 Each yearly budget shall provide for a Reserve Account of not less than Twenty-Five Thousand Dollars (\$25,000) in cash or cash equivalent. Beginning in 2015, the Reserve Account shall be increased annually by a minimum of Five Thousand Dollars (\$5,000) until the Reserve Account balance is not less than Fifty Thousand Dollars (\$50,000) in cash or cash equivalent. Thereafter, the Executive Board shall annually assess the amount of the Reserve Account and, if circumstances warrant, increase the Reserve Account under a time table set forth by the Executive Board by appropriate motion.

Section 13.02 The Reserve Account may not be accessed without a Board recommendation and a vote of two-thirds (2/3) of the members at a regular or special General Meeting.

Section 13.03 No expenditure greater than One Thousand Five Hundred Dollars (\$1,500) may be made without the signature (or electronic approval attached to the bill or invoice) of two of the following: Treasurer, President, First Vice President or Second Vice President.

### **Article XIV. Membership Voting**

Section 14.01 Each Member in Good Standing shall be entitled to one (1) vote on each matter submitted to the membership for a vote. Votes/Ballots must be cast in accordance with Policies and Procedures unless otherwise specified therein.

Section 14.02 With the exception of changes to the Bylaws, and unless otherwise addressed in these bylaws, a simple majority shall determine all votes.

Section 14.03 Any motion before the Membership may be conducted by written ballot 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.

Section 14.04 Absentee ballots shall be counted toward establishing a quorum for Board elections.

Section 14.05 Members entitled to vote are not permitted to vote by proxy.

### **Article XV. Approval/Amendment/Revision of Bylaws**

Section 15.01 Any amendment or restatement of these bylaws must be approved by a two-thirds (2/3) vote of the Members in Good Standing in attendance at any Regular or Special Meeting where a quorum is present.

### **Article XVI. Dissolution**

Section 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

Section 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 by mail vote and must be approved by two-thirds (2/3) of the Members in Good Standing to become effective.

Section 16.03 If the Members in Good Standing vote to dissolve the CBCA, a committee shall be appointed by the Executive Board to wind up the affairs of the CBCA. Within one hundred and twenty (120) days of the filing of all appropriate notice(s) of dissolution with the California Secretary of State, any remaining CBCA funds not needed to satisfy CBCA liabilities shall be donated to the Clayton Historical Society or other local, worthy 501(c)(3) organization as voted on by the Members in Good Standing at the same meeting at which a motion to dissolve CBCA is approved.