

West Alameda Business Association By-laws

ARTICLE 1 NAME

The name of this organization shall be the West Alameda Business Association (the Association). The board of directors of the Association (the Board) shall determine the location of the principal offices of the Association within Alameda, California.

ARTICLE 2 PURPOSE

The West Alameda Business Association is a non-profit organization dedicated to supporting and advocating for local businesses in West Alameda and Webster Street in order to promote a flourishing and successful business and community environment. The Association will provide leadership in the following areas: Organization: encouraging cooperation and building business leadership to support the Association's goals. Promotion: maintaining a high level of visibility for Association programs, events and mission and enhancing relationships between the community, government agencies, local businesses and prospective business partners. Design: establishing and maintaining standards for business district's physical appearance. Economic Development: to spearhead efforts to support local businesses, to attract and retain new businesses and to provide leadership for business community planning, growth and development. Fiscal Management: to receive, administer and distributed funds in connection with any activities related to the above purpose. No part of the earnings of the Association will inure to the benefit of any of its members or any other individual. The Association and its staff will not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE 3 PROGRAM AREA

The program area for the Association primarily encompasses the Business Improvement Area (BIA) established by the City of Alameda around Webster Street including Alameda Landing and businesses on the BIA assessment district map in Alameda, California.

ARTICLE 4 MEMBERSHIP

Section 1 Businesses within BIA

Persons operating a licensed business or profession within the Association's area (BIA members) become members of the Association by virtue of their BIA assessment, which is automatically paid as part of City of Alameda business license annual fees.

Section 2 Approval of Members-At-Large

All non-BIA members who wish to join the Association will be considered members-at large. Applications for membership by members-at-large must be approved by a simple majority of the Board. Should the board deny an application of a member-at-large, it may be reviewed by the

general membership at the next scheduled meeting. The membership may override the board's decision by a two-thirds vote of members present.

Section 3 BIA Assessments

BIA members that are current on BIA assessments are members in good standing. The Association Staff will initiate steps approved by the board to ensure the payment of any yearly assessment not paid by September 1 of each calendar year.

Section 4 Dues of Members-At-Large

Members-at large owe dues in the amount set by the board of directors, payable by January 1 for the coming year. The Treasurer is charged with notifying the board of all unpaid dues at the September board meeting. The board is then responsible for either obtaining the dues or suspending membership. A member-at-large is considered suspended until such time as the Treasurer certifies to the board that the delinquent dues have been paid. The Secretary is responsible for written notification of suspensions and reinstatements.

ARTICLE 5 MEMBERSHIP MEETINGS

Section 1 Annual Meetings

The annual meeting of the membership is held before the end of November each calendar year to elect new officers and directors. The board of directors shall set the time and location for this meeting. All members shall be notified in writing no less than five (5) days prior to the meeting. Written notification may be in the newsletter.

Section 2 Special Meetings

Ten (10) active BIA members through a written petition to the Association, the President, Vice President or three (3) board members may call a special meeting of the membership. All members shall be notified in writing not less than five (5) days prior to the meeting. The notice must include the date, time and place of the meeting and subjects to be discussed. Written notification may be in the newsletter. If written notice is mailed, such notice shall be deemed delivered three business days after it has been deposited, postage paid, in a United States mailbox, addressed to the member at the member's address as it appears on the Association's records of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it was called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business.

Section 3 Quorum

There shall be no set number constituting a quorum as long as notice of the meeting has been made as set forth in this Article and at least one officer is present.

Section 4 Voting at Annual Meeting of Membership

Each business constitutes one membership (one vote), unless more than one association membership is paid for and maintained in good standing. BIA members in good standing shall be entitled to cast one (1) vote in person or by proxy. Members-at-large shall be entitled to cast one (1) vote, in person or by written proxy, providing dues have been paid current at least 60 days prior to the vote.

ARTICLE 6 BOARD OF DIRECTORS

Section 1 Number

A board of seven (7) to nine (9) directors, five (5) to six (6) of which shall be BIA members and three (3) of which shall be business or property owners/representatives from West Alameda and must be a BIA member (area west of Grand St.), specifically one (1) from Alameda Landing, elected by the Association's members eligible to vote, shall govern the Association. At no time shall the maximum number of non-BIA members, serving as Board directors, exceed three (3).

Section 2 Term of Office

Each officer and director of the Board shall begin his or her term at the start of the calendar year following his or her election and shall hold office for the term for which he was elected and until a successor is elected and qualified. The term of office for each director shall be three (3) years.

Section 3 Elections

Nominations for new members to the Board of Directors will be confirmed by the Executive Committee of the Board. Any eligible member shall notify the staff or a Board member of his or her intention to be considered a nominee, prior to the annual meeting or before the start of voting at the annual meeting. Ballots, approved by the Executive Committee, shall be mailed to the members in good standing at least 5 days prior to the annual meeting with a return envelope for proxy votes. All proxy votes, properly sealed and identified, shall be delivered to the President or Vice President of the association at or before the annual meeting. At the annual meeting, the names of the nominees shall be announced and members eligible to vote at the meeting may make nominations from the floor. If a board vacancy has only one nominee, the vacancy shall be considered filled by unanimous vote. Should there be more than one nominee for any vacancy, it shall be filled by a majority secret ballot vote of the members present and eligible to vote and all verified proxy votes in the possession of the Secretary. The Vice President and Secretary shall conduct elections. The Board of Directors shall elect officers for the upcoming calendar year at the January meeting of the Board.

Officers

The Board of Directors will elect officers for the calendar year at the January meeting.

Section 4 Board Vacancy

Any vacancy occurring in the board of directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any director may resign by submitting written notice of resignation to the Secretary. Any director may be removed from office at any time with or without cause by the affirmative vote of two thirds of the directors in office upon ratification by the general membership. A director absent from two (2) consecutive regular board meetings or three meetings during a twelve month period without just cause may be removed from the board by a two-thirds (2/3) vote in the affirmative, without the ratification of the general membership.

Section 5 Board Authority

The board of directors shall have the authority to conduct the business of the Association. The Officers of the Association shall direct the Association's staff, through Executive Committee (Officers and staff) meetings to perform the day to day operations of the Association.

All decisions requiring board resolutions will be presented for voting to the board members, with complete information about the issue, by the Association's President or by the staff, at the direction of the President.

All important issues that require the association to take action, and that affect the business operations of BIA members, and/or important changes to the present and future structure of the association will be communicated in a timely manner to the association's members and actions relating to such issues and changes shall only be taken by the board members and/or staff based on the feedback received from the members.

The association's staff and board members shall not make any commitments to any persons or groups that would obligate the association to be bound by any decisions, reached as a result of compromise or consensus made by those persons and groups, in cases where the decisions would affect the association's structure, functioning and/or business operations of it's members in any way, unless such commitments and obligations have first been presented for discussion to the association's board members and the board has voted in favor of authorizing the association's representatives to act on behalf of the association to make such commitments and obligations.

Issues that require board resolutions or that require the association's board members and staff to take actions on behalf of the association and it's members, any board member or staff that is personally involved and would derive financial, professional or personal benefit as a result of the association's discussions, resolutions and/or actions relating to such issues, that board member or staff person shall abstain themselves from such discussions, resolutions or actions.

Section 6 Fiscal Responsibility

No individual officer or director shall have the authority to incur a debt in the name of the Association. The board of directors acting as a whole shall have no authority to incur a debt in the name of the Association in excess of the total funds held in Association checking accounts or any foreseeable income from Association events or projects.

Section 7 Suspension

Upon suspension, as provided in Article 4 or failure to pay BIA assessments or association membership fees current as of September 1, a member elected as a member or officer of the board of directors shall relinquish any authority connected to board membership or his office until such time as the officer or director is properly reinstated in good standing.

Section 8 Meetings

- Regular meetings of the board shall occur monthly. The board may set the time and place by resolution and no further notice need be given.
- The President or three (3) directors may call a special meeting of the board. Notice of a special meeting shall be made to all board members at least three (3) business days prior

to the meeting and shall include the reasons for calling the meeting, who called the meeting and the subjects of the meeting.

- Board meetings are open to members in good standing and invited guests of the board, except those meetings specifically designated as executive sessions. Board meetings can move from open session to executive session by a majority vote of board members present.
- Four (4) board members, to include at least one (1) officer, shall constitute a quorum for the transaction of business. If there are not three (3) board members including at least one (1) officer present then those present may adjourn the meeting.

Section 9 Telephonic Participation

Unless otherwise prohibited by law, if the meeting place of the board has facilities and equipment to accommodate such participation, it is permissible for a board member to participate and vote in a regular or special meeting by telephone or video conference so long as a quorum otherwise exists and the member participating by telephonic or video conference can hear all comments of the board and can be heard by all board members.

Section 10 Directors Acting Without a Meeting

Without a meeting, the board may take any action required or permitted to be taken at any meeting of the board of directors, if all members of the board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the board. Consent in writing may be given electronically. Action shall be ratified at the next Board of Directors meeting.

Section 11 New Member Orientation

All new members of the board of directors shall participate in an orientation program familiarizing them with the goals and objectives of the Association and with their responsibilities.

Section 12 Non-Voting Board Members

Advisory Members:

The President of the College of Alameda or his/her designee shall be a non-voting advisory member of the board of directors. The board may designate additional non-voting advisory members to the board of directors.

Honorary Members:

The Board may designate Honorary Board members who are non-voting members of the board.

Members-at-large:

The Board may designate non-voting Board members-at-large comprised of community representatives.

Section 13 Compensation

Officers, Directors and members of committees may not receive compensation for their services except as set forth in a written proposal approved in advance by resolution of the board. Officers,

directors and members of committees may be reimbursed for expenses only as determined in advance by resolution of the board of directors.

ARTICLE 7 Committees

Section 1 Standing Committees

This Association shall have at least four (4) standing committees: Events/Promotion, Design, Economic Development, and Organization. Each committee shall consist of not less than three (3) members. In the event the chairperson of the committee is not a board member, a board member should serve on the committee.

Section 2 Committee Appointment

Standing committee members and chairs are nominated by the President and confirmed by the board. The President may appoint members and chairs to committees other than standing committees.

ARTICLE 8 Officers

Section 1 Officers

The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected as prescribed in Article 6, Section 3.

Section 2 President

The President shall chair board and membership meetings. The President shall appoint all committees except standing committees, which require board confirmation. The President is the only board member authorized to enter into contractual agreement with any individual or outside agencies, both public and private.

Section 3 Vice President

The Vice President shall have such duties and responsibilities as the President or board of directors may from time to time prescribe. In the absence or incapacitation of the President, the Vice-President shall discharge the duties of President.

Section 4 Secretary

The Secretary shall maintain a complete record of the board and membership meetings and shall see that board members and general members are notified of meetings as prescribed in prior sections by the oversight of the designated staff or Board person. The Secretary is responsible for making written notification of suspension and reinstatement of members by the oversight of the designated staff or Board person.

Section 5 Treasurer

The Treasurer shall, with the executive director, keep complete financial records of the Association. These records shall be available at all times to the board. This officer is also to insure that checks are not drawn against insufficient funds. The treasurer is responsible for insuring that each check over \$ 500.00 is signed by two of the designated signatories and that expenditures receive any necessary prior approval. All bills or other indebtedness must be paid

with proper documentation to support such payment. The Treasurer shall be responsible for having a balance sheet prepared after the close of the fiscal year as prescribed in Article 10 and for making notification to the board members of unpaid dues and assessments as prescribed in Article 4.

ARTICLE 9 Association Staff

The Staff of the Association shall manage the daily operations of the Association. The Association Staff shall be responsible for coordinating the implementation of the Association's policies and projects and such other duties as the board of directors may require. The Association Staff shall receive for his or her services such compensation as may be determined by the board of directors. The Staff of the Association shall be a nonvoting member of the board of directors and shall be present at all board meetings and general membership meetings. Except as approved by resolution of the board, only the designated Association Staff may speak on behalf of the Association.

ARTICLE 10 Finances

Section 1 Signatures on Contracts and Instruments for the Payment of Money

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all contracts or instruments for the payment of money, including checks and drafts and all instruments of transfer of securities exceeding \$ 500.00 shall be signed in the name and on behalf of the Association by any two (2) of the following people: a designated Association Staff person, the President, Vice President, Treasurer or Secretary.

Section 2 Financial Institutions

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

Section 3 Acceptance of Funds

The board of directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

Section 4 Budget

Each year the board shall approve a budget for the calendar year, and forward that portion of the budget that represents BIA funds to the City of Alameda for its approval. The approved budget may be reviewed and revised periodically as deemed necessary by the board.

Section 5 Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Section 6 Reserves

Restricted Cash Reserves will be \$75,000 at all times. Any variance of this will require a two thirds vote of the Board of Directors.

Section 7 Financial Reports

Not later than three months after the close of each fiscal year, the Association shall prepare:

- A. A balance sheet showing in reasonable detail the financial condition of the Association at the close of the fiscal year;
- B. A statement of the source and application of funds showing the results of the operation of the Association during the fiscal year.

ARTICLE 11 Amendments and Miscellaneous Provisions

Section 1 By-law Amendments

A two-thirds (2/3) vote of the members present at any general membership meeting may pass amendments to the by-laws provided such written notification has been made at least five (5) days prior to the meeting and the notification included the proposed amendments.

Section 2 Dedication of Assets

The property and assets of the Association are irrevocably dedicated to its purposes as stated in Article 2. No assets, upon dissolution, shall inure to the benefit of any private person or any member, director, officer or staff person of this association. Upon dissolution of the Association, a two-thirds (2/3) vote of the eligible members present at a special meeting, may direct that the Association's assets be transferred and dedicated to another organization with purposes similar to the Association's.