

Baldwin Park Business Association

BYLAWS

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Baldwin Park Business Association Bylaws

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Baldwin Park Business Association Bylaws

ARTICLE I: NAME AND PURPOSE

Section 1. NAME

The name of this organization shall be the BALDWIN PARK BUSINESS ASSOCIATION (This Association).

Section 2. PURPOSE

- a. This Association is formed for the purpose of advancing the commercial, industrial and civic interests of the City of Baldwin Park by:
- b. Providing opportunities and benefits that strengthen member businesses.
- c. Promoting a climate where Baldwin Park businesses can operate in a productive and profitable manner.
- d. Supporting members both locally and within the region by encouraging the public to patronize Baldwin Park businesses.
- e. Increasing the economic base of Baldwin Park while preserving our historic resources, quality of life, ambiance and the interest of our members.

Section 3. LIMITATION OF ACTIVITIES

- a. This Association shall be non-partisan and non-sectarian and shall take no part in, or be committed to the nomination, endorsement or election of any candidates for public office. However, the Association may take a stand on certain public issues and educate the community on such issues.
- b. This Association is organized and shall be operated on a non-stockholder, non-profit basis having members in lieu of stockholders. In the event of dissolution, all net assets of This Association shall be distributed to such non-profit organizations in Baldwin Park, as the Board of Directors shall determine.

ARTICLE II: MEMBERSHIP

Section 1. ELIGIBILITY

Any person, firm, association, civic organization, government entity, religious entity, business entity, corporation, or partnership whose interest is in concert with the purposes and objectives of This Association shall be eligible for membership.

Section 2. ELECTION TO MEMBERSHIP

Application for membership shall be in writing, on forms provided for that purpose. The Board of Directors shall vote on and accept or reject each application for membership by a simple majority vote of those present.

Section 3. CLASSES OF MEMBERSHIP

There shall be four (4) classes of membership to This Association. The Board of Directors shall have final determination as to a member's classification.

a. Business

Generally, a corporation, partnership, sole proprietorship doing business in the City of Baldwin Park, CA. However, this category shall not be limited by geography.

b. Non-Profit Organization

Generally, bona fid tax exempt organizations as determined by the Internal Revenue Service or any other organization formed for public/group benefit including but not limited to government, labor, church, community or other groups and associations that are not-for-profit with their principal place of business in Baldwin Park, CA.

c. Citizen

Open to residents of Baldwin Park, CA or additional individuals belonging to other membership Classes of This Association. Associate members are non-voting and ineligible to hold office.

d. Honorary

1. Honorary membership of This Association may be conferred upon elected officials and other individuals selected by the Board of Directors. Honorary members are non-voting, ineligible to hold office, and exempt from the payment of dues.
2. Election to honorary membership shall require a majority affirmative vote by the Board of Directors. The Board of Directors may revoke an honorary membership at any time by a majority vote.

Section 4. MEMBER RIGHTS AND PRIVILEGES

- a. All active members shall have only one vote at any meeting when a vote of the membership is taken, and the right to hold office.
- b. Citizens and Honorary members are non-voting members and are excluded from holding office.

Section 5. DUES

Each member shall pay dues for the maintenance of This Association. Such dues shall be fixed in accordance with a dues schedule, adopted by the Board of Directors. Such dues shall be due and payable on the anniversary date of each membership or the Board of Directors with the approval of the membership may establish an annual due date for all members.

Section 6. DELINQUENCIES

If the dues of any member remain unpaid sixty (60) days after they become due, the Member shall be deemed not in good standing and the matter shall be referred to the Board of Directors for further action. Members who have dues in arrears for ninety (90) days or more shall be automatically dropped from membership. Members who seek reinstatement within the twelve (12) months from their initial application for membership must bring their dues current.

Section 7. RESIGNATIONS

Any member may resign from the Association upon written notification to the Chair or Secretary.

Section 8. EXPULSION

Members may be expelled by the Board of Directors for engaging in specific activities which conflict directly with aforementioned purpose of this Association. A majority vote of those Directors present shall be necessary for such removal.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS

Section 1. COMPOSITION

- a. The Board of Directors (Board) shall be comprised of the Officers and six (6) at-large Directors (Directors), no two of whom shall be representatives of the same member.
- b. The governing and policy making responsibilities of This Association shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. DESIGNATION OF OFFICERS

- a. The officers of This Association shall consist of a President, Vice President, 2nd Vice President, Treasurer, Secretary.

Section 3. RESPONSIBILITIES

- a. President: The President shall serve as the chief elected officer of This Association and shall preside at all meetings of the membership, Board of Directors and Officers. The President shall determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The President shall have general supervision, management, control, and oversight of the business of This Association until such time that those duties are assigned to a CEO or other paid staff.
- b. Vice President: The Vice President shall assume the duties of the President in the President's absence or disability, and shall perform other such duties as designated by the Board of Directors.
- c. 2nd Vice President: The 2nd Vice President shall assume the duties of the Presidents in the absence or disability of the Presidents and shall perform other such duties as designated by the Board of Directors.
- d. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Association and their proper disbursement. Such funds shall be kept on deposit in local financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall prepare a monthly financial report for the Board. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to This Association all books, papers, or any other property, tangible or intangible of This Association.
- e. Secretary: The Secretary shall be responsible for the maintenance of accurate records of the proceedings of This Association. At the expiration of the Secretary's term of office, the Secretary shall deliver to This Association all books, papers, or any other property, tangible or intangible of This Association.
- f. Chief Executive Officer (CEO): The Board of Directors may employ a CEO who shall provide such staff support as may be required by the Board of Directors in carrying out the general mission of This Association.
- g. The Officers shall be available on the call of the President to assist and advise the President and it shall be vested with the powers of authority as are delegated to it

by the Board of Directors. The Officers may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board for any action taken. A majority of the voting members of the Officers shall constitute a quorum.

Section 4. NOMINATION, ELECTION, AND TERM

- a. The Board of Directors shall establish a nominating committee for the nomination and election of officers by August.
- b. All nominees must be members in good standing of This Association
- c. Board of Directors and Officers shall be elected at the Annual Meeting in October and shall assume office in November.
- d. Officers shall be nominated from Business and Non-Profit Organization members and appointed by the newly elected Board of Directors.
- e. The term of office of Directors, shall be alternating two (2) years with election of 5 or 6 of the Directors held annually.
- f. The term of office of Officers shall be for a one (1) year term with a maximum of two (2) consecutive terms in the same office. An officer may be elected into a different office after two (2) consecutive terms.
- g. Directors and Officers shall hold office until their successors are elected and qualified.
- h. The Board may, at any regular meeting, elect such persons as may be deemed appropriate to serve as ex-officio and non-voting members of the Board. Terms of such Directors shall end at the next Annual Meeting.

Section 5. REMOVAL AND RESIGNATION

- a. The Board of Directors may remove any Director either with or without cause, at any time by a two-thirds (2/3) vote of the full Board.
- b. Any Director may resign at any time by giving written notice to the President Secretary, or CEO (if any) of This Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES

- a. A vacancy occurring in any office other than President shall be filled for the unexpired term by a person elected by the Board of Directors. In the case of a vacancy of the President, the Vice President shall fill the office until the next election and the Board of Directors shall fill the Vice President vacancy. Director vacancies on the Board shall be filled by a majority vote of the Board. The newly elected Director shall serve the remainder of the term.
- b. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to any officer. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

- c. A Director of the Board who is absent from three (3) consecutive, regular Board meetings during any fiscal year, shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority of the Board.

Section 7. COMMITTEES

- a. The President, with the consent of the Board of Directors, may establish Committees to conduct the work of This Association in furtherance of its purpose.

Section 8. MEETINGS

- a. The Board shall meet at least once per quarter during a calendar year.
- b. Special meetings of the Board may be called by the President or any three of the Board of Directors. Notice of the time and place of each meeting of the Board shall be given to each member of the Board by either personal delivery, regular mail, or electronic mail at least five (5) days prior to meeting.
- c. All members of the Board are expected to participate actively in the affairs of This Association.

Section 9. QUORUM

A simple majority of the Board will constitute a quorum at any meeting of the Board.

Section 10. LIMITATION OF AUTHORITY

No action by any member, committee, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of This Association until it shall have been approved or ratified by the Board of Directors

Section 11. CONDUCT

No Director or Officer shall speak for the Board or This Association except in accordance with direction or policies approved by the Board. No Director shall act in any way which is contrary to the purpose of This Association or which brings discredit to This Association.

No Director or Officer shall vote on any issue wherein there is a direct financial conflict of interest.

Section 12. COMPENSATION

No Director, Officer, or members of committees shall receive, directly or indirectly any salary, but may be reimbursed for expenses related to their duties as determined by the Board of Directors. This shall not preclude any member from performing services for This Association in any other capacity and receiving compensation for that service.

ARTICLE IV: GENERAL MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

An Annual meeting of members shall be held. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten (10) days before said meeting.

Section 2. SPECIAL MEETINGS

- a. Special meetings of the members may be called by any of the following: 1) The President; 2) a majority of the Directors; or 3) petition by fifteen (15) voting members in good standing. Notice of the time and place of the Special meeting shall be given to each member by either personal delivery, regular mail, or electronic mail at least five (5) days prior to such special meeting.
- b. At all special meetings of the members, only such business as the meeting was called to consider, as noticed, shall be discussed and acted upon.

Section 3. DECORUM

All meetings of the members and of the Board of Directors shall be conducted in an orderly manner and shall be conducted in accordance with the latest edition of Robert's Rules of Order when not in conflict with these Bylaws.

ARTICLE VI: FINANCE AND ACCOUNTING

Section 1. LIMITATION OF EXPENDITURES

Disbursements of funds of the Association shall be limited to those items related to programs and budgeted expenditures as approved by the Board of Directors.

Section 2. DISBURSEMENTS

All disbursements shall be made by check signed by any two (2) Officers authorized by the Board.

Section 3. AUDITING

The President shall appoint an Auditing Committee. It shall be the duty of the Auditing Committee to review and examine the books and accounts of the Association at least annually. The scope of such review and period covered shall be determined by the Committee which shall report its findings to the Board of Directors.

ARTICLE VI: INDEMNIFICATION AND INSURANCE

Section 1. INDEMNIFICATION

Except as modified herein and to fullest extent permitted by applicable law, This Association shall indemnify each person who, by reason of being or having been a director or officer and performing duties and responsibilities consistent with their respective role within of the Association is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation or other proceeding, whether civil, criminal administrative or otherwise in nature (and the Association by the Board of Directors may indemnify any employee or other person as deemed proper by the Board of Directors) against any and all; costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding, whether civil, criminal, administrative, or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director, officer, employee or other agent of or in a similar capacity with the Association. Approval of any indemnification hereunder shall be made by the Board of Directors

Section 2. INSURANCE

This Association may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a director, officer, employee, or other agent of or in a similar capacity with the Association.

ARTICLE VII: AMENDMENTS

These By- Laws may be amended or altered by a majority vote of the Board members present at any regular or special meeting, providing notice of the proposed amendment or amendments shall have been communicated to each Board member not less than ten (10) days prior to such meeting.