

BOULDER CREEK BUSINESS ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE 1 NAME

The name of this organization shall be the BOULDER CREEK BUSINESS ASSOCIATION.

ARTICLE 2 PURPOSE

The object of this nonpolitical Association shall be to bring its members together for concerted action in promoting the welfare of Boulder Creek both economically and culturally.

ARTICLE 3 MEMBERSHIP

To be eligible as a voting member in this Association, applicants must be actively engaged in a recognized and established business, service or professional organization within the Boulder Creek / San Lorenzo Valley area. Membership is also open to any individuals and retirees, as non-voting members, who are interested in making Boulder Creek a better community. All applications for membership shall be submitted to the Board of Directors through the Chairman of the Membership Committee for approval.

ARTICLE 4 INITIATION FEES & DUES

- a. Initiation fees and annual dues will be set by the Board of Directors.
- b. All delinquent membership fees shall be reviewed by the Board of Directors.

ARTICLE 5 CONTRIBUTIONS

Contributions to the Association by non-member firms or individuals, regardless of the eligibility for membership, shall be accepted by the Association, unless the Board of Directors shall vote to the contrary. Such contributions may state the purpose for which they are used.

ARTICLE 6 OFFICERS AND DIRECTORS

Section 1

1. The officers of this Association shall consist of President, Vice President, Secretary and Treasurer elected by the members of the Association.

Section 2 Duties of Officers

1. President: The President, subject to the control and direction of the Board of Directors, shall have general direction over the affairs of the Association and shall preside at all meetings of the members and Directors and shall be an ex-officio member of all committees.

2. Vice President: In the absence or disability of the President, the Vice President shall perform his / her duties. The Vice President shall also perform such other duties as are designated by the President.

3. Secretary: The Secretary shall keep, or cause to be kept, full and complete records of the attendance and proceedings of the meetings of the members and the Board of Directors, shall countersign all deeds, conveyances, obligations, certificates and other papers and instruments in writing that may require such counter-signatures, except as provided under duties of Treasurer, shall make services and publication of all notices that may be necessary or proper, and shall perform all such duties as generally pertain to his / her office as may be required by the Board of Directors.

4. Treasurer: The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Association including accounts of its assets, liabilities, receipts and disbursements. The books of account shall be at all times open to inspection by any director. The Treasurer shall have custody of all funds and accounts of the Association, subject to the approval and order of the Board of Directors.

He / She shall collect income and disburse funds by such methods as may be designated by the Board and shall render financial reports as requested by the Board. He / She shall be authorized and empowered to sign, endorse and deliver in the name of the Association for its purpose, checks, notes, drafts and other documents.

Section 3 Board of Directors

The Board of Directors of the Association shall consist of nine members including all of the elective officers of the Association.

Section 4 Terms of Office

The President, Vice President, Secretary, Treasurer, and Board of Directors shall be elected annually for a one-year term. Any member of the Board may resign for personal or other reasons by submitting a letter of resignation. Any member of the Board of Directors who is absent from three (3) consecutive meetings shall be deemed to have submitted his resignation from the Board unless one or more absences are excused because of illness, pressure of business or being out of town.

Section 5 Removal

Any Director may be removed from office for cause deemed sufficient by a vote of not less than two-thirds of the entire membership of the Board at a meeting so called for that purpose and his / her successor may be elected at that meeting.

Section 6 Election of Officers

The election of officers and directors shall be at the meeting in December of each year. Only members of good standing will be eligible to vote in this election.

Section 7 Vacancies

Vacancies of officers and directors shall be filled by appointment by the Board of Directors at a regular or special meeting. A simple majority vote shall be required for appointment.

Section 8 Remuneration

The remuneration for the positions of Secretary and Treasurer shall be at the discretion of the Board of Directors.

ARTICLE 7 MEETINGS

The Board of Directors Shall hold one meeting each month at such time and place as it shall determine. A majority of the members there shall constitute a quorum. Special meetings may be called by the President, or in his absence, the Vice President or any three members of the Board by notice duly given to all Board members at least forty-eight (48) hours in advance specifying the time and place of meeting.

ARTICLE 8 ALTERATION OF BY-LAWS

The by-laws of this Association may be altered, amended or repealed by an affirmative vote of two-thirds of the membership present at any regular or special meeting of the membership providing that written notice of the proposed action shall have been given in the call of the meeting. In addition thereto, the by-laws may be amended by a two-thirds vote of the Board of Directors at a regular meeting with three-fourths of the members voting.

ARTICLE 9 VOTING

Each eligible voting member in good standing shall have one vote. No proxies will be allowed.

ARTICLE 10 DISSOLUTION

In the event of dissolution, the assets of the Boulder Creek Business Association shall be distributed to other non-profit organizations as defined by the Internal Revenue Code at the discretion of a majority of the general membership.

ARTICLE 11

Roberts Rules of Order will prevail.

President, Justin Acton

Date