



## REGULAR BOARD MEETING

September 1, 2021

8 a.m. on Zoom (link below)

### **Call to Order / Add Items to Agenda / Introduction of Guests**

**I. \*Approval of Minutes – 7/28**

**II. \* Financials June 2021 Through July 2021**

Worker's Comp Insurance – report

**III. OLD BUSINESS**

**Closure of the office** - update

**\*Board Vacancies** – Report, review applications, discuss whether to appoint Board Members or by ballot

**\*By-Law Revisions** – Review proposed changes, discuss, and approve updates - attached

**\*2021-2022 Budget** - Review, discuss, and approve proposed budget

**IV. NEW BUSINESS**

**\*Check signers** – Resolution to appoint new check signers for the bank account

**Newsletter** – update, content suggestions

**Board Member Education** – Main Street 101 and Board Engagement

**V. PUBLIC COMMENT**

**VI. REPORTS**

**President**

**Executive Director** - Brian Bickerstaff (aka: Memphis), N95 Mask Distribution,

**Council Liaison**

**Design** – Fall/Winter decor

**Economic Vitality**

**Organization**



# EUREKA MAIN STREET

**Promotion** - #dineouteureka, Christmas tree on display, Halloween, Fall Window Decorating Contest, Taste of Main Street

**Economic Development** – Visitor Center, Clarke Plaza tables, Economic Development website

## VI. ADJOURN

**Next Board Meeting September 29 – 8 a.m.**

Topic: Eureka Main Street's Board Zoom Meeting  
Time: Sep 1, 2021 08:00 AM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/87935036746?pwd=bU1VbEs2amovR2dILzJ0MUczQzBwZz09>

Meeting ID: 879 3503 6746

Passcode: 204958

One tap mobile

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+12532158782,,87935036746#,,,,\*204958# US (Tacoma)

Dial by your location

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+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 879 3503 6746

Passcode: 204958

Find your local number: <https://us02web.zoom.us/j/87935036746>

Eureka Main Street  
Board Minutes from July 28, 2021 at 8am on Zoom

**I: Attendees** – Libbey Eastteam, Dan Marchetti, Steve Bryan, Larry Doss, Greg Gehr, Charlotte McDonald

**Staff:** Amanda Kruschke, Pam Powell

**Absent:** Kenny Buntin, Leslie Costalano

**Guest:** Rima Greer, Melinda Myers, Nick Kohl, Andrea Ralph

**Call to Order:** 8:03am

**I: Minutes** – Charlotte McDonald moves to approve the 5/5/21, 6/2/21, 6/8/21 and 7/21/21 Minutes. Dan Marchetti seconds. Board approves.

**II: Financials** – Andrea Ralph presents the financials April 2021 – May 2021. Dan Marchetti moves to approve the financials. Charlotte McDonald seconds. Board approves.

Should EMS cancel Workers Comp and EDD? Call Workers Comp to see what the cost is to keep policy open for potential temp employees.

**III: Old Business** – *General Meeting* – The turnout was good 22 at morning meeting and 10 at the evening meeting. There was positive feedback. There was a lot of information dispensed and clarity about the MOU with the City of Eureka.

People interested in being on the board: CC Cree, Irish Shop; Rima Greer, Eureka Fabrics; Melinda Myers, Good Relations; Stephanie Carter, Redwood Discovery Museum; Sue McIntyre, Belle Starr; Astra Burke, Many Hands Gallery.

People interested in joining a committee: Promotion Committee -- Robert (Robot) Adams, Kinetic Museum; Lynn McKenna, 2<sup>nd</sup> & F Properties; Michelle Constantine, resident Design Committee -- Monica Topping, Ink People  
Economic Vitality – Michelle Constantine (possibly)

**IV: New Business** – *Closure of Office* – Suddenlink is canceled. The copier is possibly transferring to the City. There may be a need for 2 additional weeks of rent to clear out the office.

*Nominations* – There are 3 vacancies to fill on the board. Greg Gehr moves for a brief statement and bio from prospective board members to be presented to the board for approval at the next board meeting. Dan Marchetti seconds. Board approves.

*Bylaws* – A subcommittee consisting of Greg Gehr, Charlotte McDonald, Pam Powell and Amanda Kruschke will work on updating the bylaws for approval by the board at the next meeting.

*Budget* – A subcommittee consisting of Dan Marchetti, Larry Doss, Charlotte McDonald and Andrea Ralph will work on updating the budget for 2021-2022 for approval by the board at the next meeting.

**VI: Reports** – *President* – Excited to have new people interested in working with Eureka Main Street by joining the board and committees.

*Promotions* – Farmers Market and Summer Concerts are in full swing. Attendance is good and people are excited to be out enjoying music. Humboldt Bay Marathon, Eureka Street Art Festival, Eureka Friday Night Markets and Celebrate the Vote and Cruz’N Eureka are coming up. Redwood Coast Music Festival has moved to the end of Sept/beginning of Oct.

*Amanda* - The move to City Hall has been great. The access to information and is so much faster and the added support is appreciated.

**Meeting Adjourned** at 8:48 a.m.

**Next Meeting:** Wednesday, June 2, 2021

# Eureka Business Improvement District Association

## Balance Sheet

As of June 1, 2020

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	<u>Jun 1, 20</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
COAST CENTRAL CREDIT UNION	34,122.43
COAST CENTRAL	3,962.69
<b>Total Checking/Savings</b>	38,085.12
<b>Accounts Receivable</b>	
Accounts Receivable	420.00
<b>Total Accounts Receivable</b>	420.00
<b>Other Current Assets</b>	
130 · Prepaid Insurance	650.00
165 · Deposits	500.00
<b>Total Other Current Assets</b>	1,150.00
<b>Total Current Assets</b>	39,655.12
<b>Fixed Assets</b>	
142 · Accumulated Depreciation	(15,332.30)
149 · Furniture and Equipment	15,332.30
<b>Total Fixed Assets</b>	0.00
<b>TOTAL ASSETS</b>	<b>39,655.12</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Other Current Liabilities	
Payroll Taxes Payable.	1,555.55
<b>Total Other Current Liabilities</b>	1,555.55
<b>Total Current Liabilities</b>	1,555.55
<b>Total Liabilities</b>	1,555.55
<b>Equity</b>	
Retained Earnings	37,333.47
Net Income	766.10
<b>Total Equity</b>	38,099.57
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>39,655.12</b>

# Eureka Business Improvement District Association

## Balance Sheet

As of July 31, 2020

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	<u>Jul 31, 20</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
COAST CENTRAL CREDIT UNION	17,351.25
COAST CENTRAL	3,967.63
<b>Total Checking/Savings</b>	21,318.88
<b>Accounts Receivable</b>	
Accounts Receivable	420.00
<b>Total Accounts Receivable</b>	420.00
<b>Other Current Assets</b>	
130 · Prepaid Insurance	650.00
165 · Deposits	500.00
<b>Total Other Current Assets</b>	1,150.00
<b>Total Current Assets</b>	22,888.88
<b>Fixed Assets</b>	
142 · Accumulated Depreciation	(15,332.30)
149 · Furniture and Equipment	15,332.30
<b>Total Fixed Assets</b>	0.00
<b>TOTAL ASSETS</b>	<b><u>22,888.88</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
PPP Funding Advance	17,647.00
Payroll Taxes Payable.	1,742.38
<b>Total Other Current Liabilities</b>	19,389.38
<b>Total Current Liabilities</b>	19,389.38
<b>Total Liabilities</b>	19,389.38
<b>Equity</b>	
Retained Earnings	11,008.96
Net Income	(7,509.46)
<b>Total Equity</b>	3,499.50
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>22,888.88</u></b>

**Eureka Business Improvement District Association**

**Profit & Loss**

June through July 2021

	<u>Jun 21</u>	<u>Jul 21</u>
<b>Ordinary Income/Expense</b>		
<b>Income</b>		
100 · Assessments	0.00	17,941.21
109 · Promotions		
109B · Holiday Campaign	50.00	0.00
109R · Miscellaneous	0.00	21.03
<b>Total 109 · Promotions</b>	<u>50.00</u>	<u>21.03</u>
114 · Special Projects		
114G · Extreme Weather Shelter	40.00	0.00
<b>Total 114 · Special Projects</b>	<u>40.00</u>	<u>0.00</u>
<b>Total Income</b>	90.00	17,962.24
<b>Expense</b>		
020 · Payroll Expenses		
Executive Director	4,290.00	2,145.00
020 · Payroll Expenses - Other	3,042.00	11,022.15
<b>Total 020 · Payroll Expenses</b>	<u>7,332.00</u>	<u>13,167.15</u>
050 · Payroll Taxes		
WC	0.00	165.25
Employer Portion of P/R Taxes	560.74	1,007.00
<b>Total 050 · Payroll Taxes</b>	<u>560.74</u>	<u>1,172.25</u>
200 · Equipment		
202 · Copier	117.18	243.36
<b>Total 200 · Equipment</b>	<u>117.18</u>	<u>243.36</u>
300 · Operations		
301 · Committees		
301A · Design	100.00	100.00
<b>Total 301 · Committees</b>	<u>100.00</u>	<u>100.00</u>
302 · Insurance	167.01	170.01
306 · Rent	1,570.52	0.00
307 · Supplies		
307C · Office	107.74	41.49
<b>Total 307 · Supplies</b>	<u>107.74</u>	<u>41.49</u>
309 · Telephone & Internet	419.99	249.46
314 · Website	60.00	0.00
<b>Total 300 · Operations</b>	<u>2,425.26</u>	<u>560.96</u>
401 · Benefits		
401C · Director	345.00	0.00
<b>Total 401 · Benefits</b>	<u>345.00</u>	<u>0.00</u>

Eureka Business Improvement District Association

**Profit & Loss**

June through July 2021

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	<u>Jun 21</u>	<u>Jul 21</u>
<b>500 · Promotion</b>		
510 · Image	901.49	26.49
514 · Arts Alive	800.00	0.00
522 · Miscellaneous	53.00	(174.49)
	<hr/>	<hr/>
<b>Total 500 · Promotion</b>	1,754.49	(148.00)
<b>600 · Purchased Services</b>		
601 · Professional Development		
601B · Meals	380.81	0.00
601 · Professional Development - Other	206.75	0.00
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<b>Total 601 · Professional Development</b>	587.56	0.00
	<hr/>	<hr/>
<b>Total 600 · Purchased Services</b>	587.56	0.00
<b>616 · Professional Fees</b>	0.00	300.00
	<hr/>	<hr/>
<b>Total Expense</b>	13,122.23	15,295.72
	<hr/>	<hr/>
<b>Net Ordinary Income</b>	(13,032.23)	2,666.52
<b>Other Income/Expense</b>		
<b>Other Income</b>		
EE Retention Credit	9,555.00	0.00
	<hr/>	<hr/>
<b>Total Other Income</b>	9,555.00	0.00
	<hr/>	<hr/>
<b>Net Other Income</b>	9,555.00	0.00
	<hr/>	<hr/>
<b>Net Income</b>	<u>(3,477.23)</u>	<u>2,666.52</u>



**Eureka Business Improvement District Association**

**Profit & Loss**

June through July 2021

	<u>TOTAL</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
100 · Assessments	17,941.21
109 · Promotions	
109B · Holiday Campaign	50.00
109R · Miscellaneous	21.03
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<b>Total 109 · Promotions</b>	71.03
114 · Special Projects	
114G · Extreme Weather Shelter	40.00
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<b>Total 114 · Special Projects</b>	40.00
<b>Total Income</b>	18,052.24
<b>Expense</b>	
020 · Payroll Expenses	
Executive Director	6,435.00
020 · Payroll Expenses - Other	14,064.15
	<hr/>
<b>Total 020 · Payroll Expenses</b>	20,499.15
050 · Payroll Taxes	
WC	165.25
Employer Portion of P/R Taxes	1,567.74
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<b>Total 050 · Payroll Taxes</b>	1,732.99
200 · Equipment	
202 · Copier	360.54
	<hr/>
<b>Total 200 · Equipment</b>	360.54
300 · Operations	
301 · Committees	
301A · Design	200.00
	<hr/>
<b>Total 301 · Committees</b>	200.00
302 · Insurance	337.02
306 · Rent	1,570.52
307 · Supplies	
307C · Office	149.23
	<hr/>
<b>Total 307 · Supplies</b>	149.23
309 · Telephone & Internet	669.45
314 · Website	60.00
	<hr/>
<b>Total 300 · Operations</b>	2,986.22
401 · Benefits	
401C · Director	345.00
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<b>Total 401 · Benefits</b>	345.00

Eureka Business Improvement District Association

**Profit & Loss**

June through July 2021

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	<u>TOTAL</u>
<b>500 · Promotion</b>	
510 · Image	927.98
514 · Arts Alive	800.00
522 · Miscellaneous	(121.49)
	<hr/>
<b>Total 500 · Promotion</b>	1,606.49
<b>600 · Purchased Services</b>	
601 · Professional Development	
601B · Meals	380.81
601 · Professional Development - Other	206.75
	<hr/>
<b>Total 601 · Professional Development</b>	587.56
	<hr/>
<b>Total 600 · Purchased Services</b>	587.56
	<hr/>
<b>616 · Professional Fees</b>	300.00
	<hr/>
<b>Total Expense</b>	28,417.95
	<hr/>
<b>Net Ordinary Income</b>	(10,365.71)
<b>Other Income/Expense</b>	
<b>Other Income</b>	
EE Retention Credit	9,555.00
	<hr/>
<b>Total Other Income</b>	9,555.00
	<hr/>
<b>Net Other Income</b>	9,555.00
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<b>Net Income</b>	<b>(810.71)</b>
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# Eureka Business Improvement District Association

## Budget

July 2021 through June 2022

Jul '21 - Jun 22

### Income

100 · Assessments	35,000.00
101 · Associate Memberships	500.00
114C · Gift Certificates	500.00

**Total Income** 36,000.00

### Expense

#### 300 · Operations

##### 301 · Committees

301A · Design	1,200.00
301B · Economic Vitality	1,200.00

**Total 301 · Committees** 2,400.00

302 · Insurance 2,500.00

##### 304 · Postage

304A · Bulk Mail	300.00
304C · Stamps	100.00

**Total 304 · Postage** 400.00

##### 307 · Supplies

307C · Office 500.00

**Total 307 · Supplies** 500.00

308 · Taxes-Other 10.00

314 · Website 360.00

**Total 300 · Operations** 6,170.00

#### 500 · Promotion

503 · Holiday 4,500.00

503 · Taste of Main 5,000.00

510 · Image 4,000.00

522 · Miscellaneous 1,580.00

523 · Summer Concerts 1,500.00

528 · 4th of July 3,750.00

529 · Santa Claus 1,500.00

**Total 500 · Promotion** 21,830.00

#### 600 · Purchased Services

##### 601 · Professional Development

601D · Subscriptions/Memberships 2,000.00

**Total 601 · Professional Development** 2,000.00

##### 602 · Professional Fees

602A · Tax Preparation 800.00

##### 603 · Special Projects

603J · Gift Certificates 500.00

603 · Miscellaneous 700.00

**Total 603 · Special Projects** 1,200.00

**Total 600 · Purchased Services** 4,000.00

616 · Professional Fees 1,200.00

**Total Expense** 36,000.00

**Net Income** 0.00

BYLAWS  
OF  
EUREKA BUSINESS IMPROVEMENT DISTRICT DBA EUREKA MAIN STREET PROGRAM  
A CALIFORNIA NON-PROFIT COPRPORATION

**ARTICLE I**

**OFFICES**

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located in Humboldt County, California.

Section 2. Change Of Address

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, an such changes of address shall not e deemed an amendment of these, Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

Section 3. Other Offices

The corporation may also have offices at other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE II**

**PURPOSES**

Section 1. Objectives and Purposes

The objectives of the Eureka Main Street Program are to:

- Serve as an advocate for business and property owners to city government.
- Improve the business climate of Eureka.
- Strengthen and expand existing businesses and recruit appropriate new businesses.
- Develop a Cultural Arts District in Downtown and Old Town.
- Encourage the restoration and preservation of Downtown and Old Town’s unique historic buildings.

## Section 2. Non-Partisan Activities

This corporation has been formed under the California Corporation Law for the purposes described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described herein.

## **ARTICLE III**

### **DIRECTORS**

#### Section 1. Number

The corporation shall have not less than two (2) nor more than ~~sixteen~~~~eleven~~(16) directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws, and collectively they shall be known as the Board of Directors.

At least half (1/2), but no more than three fourths (3/4) of the Board of Directors shall be Regular Members in Good Standing. The remaining members of the Board of Directors shall be At Large Board Members. At Large Board Members shall not be Regular Members. The number and allocation of At Large Board positions shall be set by Board policy.

The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

~~Each Director may appoint an Alternate Director, with the approval of the Board of Directors. Alternate Directors have all the powers, privileges and duties of Directors when the regular Director is not present. Alternate Directors may not vote by phone, mail or other indirect means, except with the written permission of the regular Director.~~

#### Section 2. Powers

Subject to the provisions of the California Nonprofit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### Section 3. Duties

It shall be the duties of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation and notices of meetings mailed to them or ~~telegraphed~~~~mailed~~ to them at such addresses shall be valid notices thereof.

Section 4. Terms Of Office

Each director shall hold office for a term of three years and may not serve more than two (2) consecutive terms, and having served two consecutive terms, shall not again be eligible for reelection for a period of (1) year. A maximum of one-third of the Board of Directors' terms should end each year.

Section 5. Compensation

Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending meetings approved by the Board of Directors, included Directors meetings. In addition, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such compensation is reasonable and is allowable under provisions of Section 6 of this Article.

Section 6. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the corporation for services rendered it within the pervious twelve (12) months, whether as a full – or part-time or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law of any such person.

Section 7. Place Of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meetings as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 8. Regular And Annual Meetings

Regular meetings of the board of Directors shall be held on such a day and at such times as shall be set from time to time by the Board of Directors.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 10. Notice Of Meetings

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first class mail or forty-eight hours; notice delivered personally or by telephone, ~~e-mail or facsimile (FAX), or telegraph~~. If sent by mail or ~~telegraph~~, the notice shall be deemed to be delivered on its deposit in the mails, ~~or on its delivery to the telegraph company~~. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 11. Contents Of The Notice

Notice of meetings not herein dispensed with shall specify place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

Section 12. Waiver Of Notice And Consent To Holding Meetings

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provide a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 13. Quorum For Meetings

A quorum shall consist of two fifths (2/5) of the total number of duly elected or appointed Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at which the adjournment is taken, except as provided in Section 10 f this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum of such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the corporation.

Section 14. Majority Action As Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material financial interest and

indemnification of directors, require a greater percentage or different voting rules of approval of a matter by the board.

Section 15. Conduct Of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chair chosen by the majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary on the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of the law.

Section 16. Action By Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 6 of this article. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of the law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 17. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number or authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgement of any court to have breached any duty to the corporation.

Any member of the Board of Directors may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of the seated Board of Directors.

If this corporation has any members, then if the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by a vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Section 18. Appointment and Election of Directors

Vacancies on the board that occur during any fiscal year may be filled by appointment by the President of the Board with the concurrence of a majority of the Board of Directors at any lawful meeting where a quorum is present. Such



appointments shall respect the provisions in these By-laws and Board policy concerning the number and affiliation of board members.

If the number of directors in office, as the result of vacancies, is less than a quorum, the vacancy may be filled by (1) appointment by the President with the unanimous written consent of the directors then in office, (2) appointment by the President with the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person appointed or elected to fill a vacancy as provided by this Section shall hold office for the unexpired term of the replaced director or until his or her death, resignation or removal from office.

At the end of a Regular Director's natural or appointed term, an election shall be held under rules determined by the Board of Directors insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of the law. A nominating period shall precede the election of Directors. A Director leaving office at the end of a natural or appointed term, shall continue to serve until a new director is elected or appointed under the provision of these By-laws.

At the end of an At Large Director's natural or appointed term, the President shall appoint, with the concurrence of a majority of the Board of Directors at a meeting at which a quorum is present, a person who meets the criteria for an At Large Director, as determined by these By-laws.

All Members in Good Standing and Directors of the Corporation shall be notified by mail, telephone, or ~~other suitable means~~ ~~mail~~, at least thirty (30) days prior to the close of the nominating period, that Board of Directors nominations are being accepted. Nominations to the Board of Directors may be made by any Director or member in good standing in the manner approved by the Board of Directors. Qualified nominees shall be those persons not disqualified from serving on the Board of Directors by these By-laws or state law.

Board elections shall be conducted by ballot given to each member in good standing at a time and in a manner determined by the Board of Directors. The procedure and rules for electing directors shall be determined by the Board of Directors prior to the start of the nominating process.

#### Section 19. Non-Liability Of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### Section 20. Indemnification By Corporation Of Directors, Officers, Employees And Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of a civil, criminal, administrative or investigative proceeding brought to procure a judgement against any such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgement against hi or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Corporation Law.

#### Section 21. Insurance For Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in

such capacity arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Corporation Law.

## ARTICLE IV

### OFFICERS

#### Section 1. Number Of Officers

The officers of the corporation shall be a President, a Vice- President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. ~~The corporation may also have, as determined by the Board of Directors, a Chair of the Board, more than one Vice Presidents, one or more Assistant Secretaries, Assistant Treasurers, or other officers.~~ Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chair of the Board.

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#### Section 2. Qualification, Election, And Term Of Office

Any director may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### Section 3. Subordinate Officers

The Board of Directors may appoint such other officers or agents as a may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### Section 4. Removal And Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, or any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### Section 6. Duties Of The President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of

Incorporation, or by these Bylaws, he or she shall in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of The Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties Of The Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of the directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on the request therefor, the Bylaws and the minutes of proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and any such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties Of The Treasurer

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Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due to payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors; taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President, and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to performance of the purposes of this corporation.

### **ARTICLE V**

#### **COMMITTEES**

##### Section 1. Executive Committee

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members, if any, or a majority of all of the members, if any.
- b) The filling of vacancies on the board or on any committee which has the authority of the board.
- c) The fixing of compensation of the directors for serving on the board or on any committee.
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e) The amendment or repeal of any resolution of the board by which its express terms is not so amendable or repealable.
- f) The appointment of committees of the board or the members thereof.
- g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

- h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in California law.

By a majority vote of its members then in office, the board may at any time revoke to modify any of all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

#### Section 2. Other Committees

There shall be four Standing Committees: Design, Organization, Promotions and Economic Restructuring.

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Rules for membership on committees shall be established by the Board of Directors. Each committee shall elect a Chair from its membership through a procedure acceptable to the Board of Directors. The Board of Directors, through a majority vote at any lawful meeting may revoke the membership or office of any committee member. The board may also appoint members and select the Chair of any committee. Each committee chair or designee shall report committee actions to the Board of Directors at the request of the Board.

No committee or committee head, with the exception of the Executive Committee, shall have the power to commit the association on any matter of general policy, nor to commit the Association to any financial obligation without prior approval of the Board of Directors.

#### Section 3. Meeting An Actions Of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### Section 1. Execution Of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose on in any amount.

Section 2. Checks And Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by any two or more officers or agents of the corporation, as designated by resolution of the board.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purposes of this corporation.

**ARTICLE VII**

**CORPORATE RECORDS, REPORTS AND SEAL**

Section 1. Maintenance Of Corporate Records

The corporation shall keep at its principal office in the State of California:

- a) Minutes of all meeting of directors, and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Director' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to the person's interest as a member:

- a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### Section 6. Annual Report

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation which shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000) or more in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such a manner, at such time, and with such contents, including an accompanying report from independent accounts or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

Section 7. Annual Statement Of Specific Transactions

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of the fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a) Any transaction in which the corporation or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
  - 1) Any director or officer of the corporation, or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
  - 2) Any holder of more than ten percent (10%) of the voting power of the corporation, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no statement need be made if such indemnification was approved by the members, if any, pursuant to the California Nonprofit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such a person is partner, only the interest of the partnership need be stated.

**ARTICLE VIII**

**FISCAL YEAR**

Section 1. Fiscal Year Of The Corporation

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE IX**

**AMENDMENT OF ARTICLES**

Section 1. Amendment Of Articles

Any amendment to the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2. Certain Amendments

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such



statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit corporation" pursuant to the California Nonprofit Corporation Law.

## ARTICLE XI

### PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

#### Section 1. Prohibition Against Sharing Corporate Profits and Assets

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted in these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## ARTICLE XII

### MEMBERS

#### Section 1. Determination And Rights Of Members

The corporation shall have two classes of members, Regular Members and Associate Members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or By-laws of this corporation, all memberships shall have the same rights, privileges restrictions and conditions.

#### Section 2. Qualifications Of Members

- a) Regular Members shall be defined as any business located or having its principal operations within the boundaries of the Eureka Business Improvement District. This includes those businesses that are assessed pursuant to Title 6, Chapter 1 of the Municipal Code of the City of Eureka and those businesses that are not assessed including, but not limited to, financial institutions, on-profit corporations and businesses not assessed in error.
- b) An Associate Member shall be defined as any interested person business, corporation, or estate that is approved for membership by the Board of Directors or its designee.
- c) A Member in Good Standing shall be defined as:
  - i. A Regular Member that has paid in full the most recent business license tax assessed by the City of Eureka
  - ii. A Regular Member that was not assessed by the City of Eureka but which has paid the most recent membership fee determined by the Board of Directors.
  - iii. An Associate Member that has paid the most recent membership fee determined by the Board of Directors.

Section 3. Admission Of Members

Applicants shall be admitted to membership upon meeting the requirements set forth in these By-laws or as determined by the Board of Directors.

Section 4. Fees, Dues And Assessments

- a) The annual dues payable to the corporation by members shall be set from time to time by the Board of Directors.

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Section 5. Number Of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Book

The corporation shall keep a membership ~~book-list~~ containing the name and address of each member. Such ~~book-list~~ shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 7. Nonliability Of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Nontransfeability Of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or the termination of business operations principally located within the Eureka Business Improvement District.

Section 9. Termination Of Associate Membership

- a) Grounds for Termination. The membership of an associate member shall terminate upon the occurrence of any of the following events:
- i. Upon his or her notice of termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice of date of deposit in the mail.
  - ii. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
  - iii. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation a member may avoid such termination by paying the amount of

the delinquent dues within a thirty (30) – day period following the member’s receipt of the written notification of delinquency.

- b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(ii) of this section, the following procedure shall be implemented:
- i. A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation’s records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  - ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these By-laws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
  - iii. If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 10. Rights On Termination Of Associate Membership

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 11. Amendments Resulting In The Termination Of Memberships

Notwithstanding any other provision of these By-laws, if any amendment of the Articles of Incorporation or of the By-laws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of the California Nonprofit Corporation Law.

**ARTICLE XIII**

**MEETINGS OF MEMBERS**

Section 1. Place Of Meetings

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual And Other Regular Meetings

The members shall meet annually ~~on the third Wednesday~~ in October in each year, ~~at 5:45 p.m.~~, for the purpose of transacting business as may come before the meeting.

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Other regular meetings of the members shall be held from time to time.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

Section 3. Special Meetings Of Members

- a) Persons Who May Call Special Meetings of Members Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members in good standing.

#### Section 4. Notice Of Meetings

- a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten ( ) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.
- b) Manner of Giving Notice. Notice of members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing ~~on-in~~ the ~~books-list~~ of the corporation or given by the member to the corporation for the purpose of notice: or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting on the Corporation's web site at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by ~~telegram e-mail, or other means of written communication~~.
- c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meetings and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these By-laws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or ~~by telegraph e-mail~~ to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to members entitled to vote that a meeting will be held, stating the date o the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given with in twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if., either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meetings of members, except if that action is taken or proposed to be taken for approval of any of the matters specified in

subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

- f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
1. Removal of directors without cause;
  2. Filling of vacancies on the Board by members;
  3. Amending the Articles of Incorporation; and
  4. An election to voluntarily wind up and dissolve the corporation.

#### Section 5. Quorum For Meetings

A quorum shall consist of five percent (5%) of the voting members of the corporation.

The members present at a duly called ad held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that nay action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented I person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment in taken and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provisions of this Article, if this corporation authorized members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

#### Section 6. Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these By-laws require a greater number.

#### Section 7. Voting Rights

Each member in good standing is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

#### Section 8. Proxy Voting

Members entitled to vote shall be permitted to vote or act by proxy.

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in the California Nonprofit Corporation Law.

If membership voting by proxy is allowed, all proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distribute, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

#### Section 9. Conduct Of Meetings

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act a Secretary of all meetings of members, provide that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws, with the Articles of Incorporation of this corporation or with any provision of law.

#### Section 10. Action By Written Ballot Without A Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on that matter. The ballot shall set forth the proposed action, provide an opportunity ~~to-for~~ approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballot shall be mailed or delivered in the manner required for giving notice of meetings specified of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of votes cast was the same as the number of votes cast by ballot.

Regular Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

#### Section 11. Reasonable Nomination And Election Procedures

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- a) A reasonable means of nominating persons for election as directors.
- b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- c) A reasonable opportunity for all nominees to solicit votes.
- d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee of election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail or e-mail to all members or such portion of the that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days and the request allows the nominee, at the corporation's option, the right to do either of the following:

1. Inspect and copy the record of all member's names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes or any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonable related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any of the additional nomination

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procedures specified in the California Non-profit Corporation Law may be used to nominate persons for election to the Board of Directors.

**Section 12. Action by Unanimous Written Consent Without Meeting**

Except as otherwise provided in these By-laws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members, the action by written consent shall have the same force and effect as the unanimous vote of the members.

**Section 13. Record Date For Members**

The record date for purpose of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action shall be fixed pursuant to the California Nonprofit Corporation Law.



WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all duly elected directors of the board of Directors of the Eureka Main Street Program, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 21 pages as the Bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Jack Nash, President

\_\_\_\_\_  
Jill Macdonald, Vice President

\_\_\_\_\_  
Tangie Markle, Treasurer

\_\_\_\_\_  
Sharon Bonino, Secretary

\_\_\_\_\_  
Cathy Ray Pierson, Director

\_\_\_\_\_  
Arnie Herskovic, Director

\_\_\_\_\_  
Marcella Da Massa, Director

\_\_\_\_\_  
Lawrence Lazio, Director

\_\_\_\_\_  
Libby Maynard, Director

\_\_\_\_\_  
Linda White, Director

\_\_\_\_\_  
Cindy Trobitz-Thomas

CERTIFICATE

This is to certify that the foregoing a is true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Sharon Bonino, Secretary

Approved 6/14/94

