



**BYLAWS of The Eureka Main Street Program
a California nonprofit corporation**

ARTICLE 1

Name and Principal Office of Corporation

Section 1. The name of this corporation is the Eureka Main Street Program ("The Program"). The principal offices of The Program will be determined as needed by the Board of Directors of the Program.

ARTICLE 2

Objectives

Section 1. The objectives of the Eureka Main Street Program include the following:

- Advocate for business and property owners (to city government, and other relevant agencies with jurisdiction over The District).
- Improve the business climate of Eureka, with a focus on The District.
- Strengthen and expand marketing and support new and existing businesses in The District.
- Promote existing designations, such as the Cultural Arts District, and develop new designations and opportunities that enhance the marketability of The District.
- Encourage ongoing renovation, restoration, and preservation—and support new development—within the unique Old Town/Downtown Historic District [Exhibit A].

Section 2. The Program must only engage in activities that are consistent with Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. No part of the net earnings of the Program may inure to the benefit of any of its members or any other individual, and the Program must not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

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Section 3. Upon dissolution of the corporation, any residual assets of the corporation must be distributed to a private, nonprofit corporation that is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The selection of that corporation may be made prior to dissolution.

ARTICLE 3

Program Area

Section 1. The Program Area of the Eureka Business Improvement District will be referred to as “The District” hereafter, as indicated on the attached map [Exhibit B].

ARTICLE 4

Membership

Section 1. The classes of members of the Program are as follows:

a) Regular members:

Any business owner or designated representative located or having its principal operations within the boundaries of The 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, non-profit corporations, and businesses not assessed due to error.

b) Associate members:

An 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 is 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 who 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 2. The Board of Directors may establish annual dues as it deems appropriate. The establishment of dues must include a method of payment and an application and approval procedure.

Section 3. Any business, organization, or individual interested in supporting the purposes of the program may become a member by filing an application in the form that the Board of Directors prescribes, and subject to the payment of dues that the Board of Directors may establish. Each member in good standing is entitled to one vote.

Section 4. No member may transfer a membership or any right arising from membership. All rights of membership cease upon the member's death or the termination of a member's business operations principally located within The District.

Section 5. Associate Memberships are subject to termination as follows:

- a) The Board of Directors may decide to terminate an Associate Membership if the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of The Program.
- b) Termination may occur for failure to renew dues on or before the due date, which will result in a written notification of delinquency to be delivered by mail. If the delinquent fees are not paid within thirty (30) days after written notification, the membership will be terminated.
- c) Procedure for Termination:
 - a) A notice of termination with a brief statement of the reasons will be mailed at least fifteen (15) days before the proposed effective date of the expulsion.
 - b) The member whose membership is being termination may contest the expulsion orally or in writing, not less than five (5) days before the effective date of the proposed expulsion. The Board of Directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the Board will consider the status of the member and make a final decision.
 - c) If dues have already been paid, a refund will be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE 5

Membership Meetings

Section 1. An annual meeting of the membership must be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of recruiting officers and directors and transacting such other business as may be properly brought before the meeting.

Section 2. Special meetings of the membership may be held at any time and place as may be designated in the notice of said meeting, upon the call of the President or the Board of Directors either at their own request or upon written petition by at least 10 members in good standings.

Section 3. Written notice of every meeting of the membership, stating the place, date, and hour of the meeting, must be given, either personally, email or by mail to each member, not less than 20 nor more than 90 days before the date of the meeting. If mailed, the notice will be deemed delivered when deposited in the United States with postage prepaid, addressed to the member at their address as it appears on the Program's record of membership. Attendance of a member at a membership meeting is a waiver of notice of that meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, an objection to the transaction of any business. Other interested parties may be given notice of meetings, as the Board of Directors deems appropriate.

Section 4: Notice of a membership meeting must include the place, date, time, and state:

- a) in the case of a regular meeting, those matters that the Board, at the time notice is given, intends to present for action by the members.
- b) in the case of a special meeting, the general nature of the business is to be transacted, and no other business may be transacted. The notice of any meeting of members at which directors are to be elected must include the names of all those who are nominees at the time notice is given to members.

Section 5: Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting must be submitted in writing, specifying the general nature of the business proposed to be transacted and must be delivered personally or sent by registered mail or e-mail to the Board President, Vice President or Secretary of The Program. The officer receiving the request must promptly cause notice to be given to all members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting will be fixed by the Board and will 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 within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 6: Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, are valid as though taken at a meeting duly held after regular call and notice, as long as 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 the next section, the waiver of notice or consent shall state the general nature of the proposal.

Section 7: 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 must be 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:

- a. Removal of directors without cause;
- b. Filling of vacancies on the Board by members;
- c. Amending the Articles of Incorporation; and
- d. An election to voluntarily wind up and dissolve the corporation.

Section 8. Ten percent (10%) of the member in good standings, present through their designated representative or in person constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. If a quorum is not present at any meeting of the membership, a majority of the

members entitled to vote thereat, present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. If the adjournment is for more than 30 days, a notice of the adjourned meeting must be given to each member.

Section 9. When a quorum is present the vote of a majority of the member in good standings present in person will decide any questions brought before such meetings unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions govern and control the decision.

Section 10. Rosenberg's Rules of Order govern the parliamentary procedures of the Program when not in conflict with these Bylaws or otherwise revised by the membership. The order of business may be altered or suspended at any meeting by a majority vote of the member in good standings present.

ARTICLE 6

Board of Directors

Section 1. The Program will be governed by a Board of eleven (11) Directors elected by the members eligible to vote. The term of office for each Director is three (3) years. Those nominated must be members in good standing.

Director positions open due to expired terms will be filled through a vote held by general membership on a slate of candidates out forward by the Nominations Committee (a subcommittee of the Organization Committee) on the following timeline:

- One month prior to the Annual Meeting: Open Director positions and application announced via email and posted on the EMS website. Board members identify potential applicants and encourage them to apply.
- At the Annual Meeting: Tabling and/or announcement of open Director positions, with opportunities for interested parties to ask questions of current Directors.
- One week after the Annual Meeting: Application Deadline
- Within one week of the Application Deadline: Nominations Committee meets, reviews applications, and prepares a Proposed Panel of Directors to fill the open spaces. An Election Email is sent to the General Membership, with the option to approve or reject the full panel of Nominees, with a deadline of two weeks from the date of the Election Email; a follow-up email is sent a week later, and a third email is sent the day before the response deadline.
- Two weeks after Election Email is sent: Results are reviewed, and in the case of a successful election, Nominees are invited to join the Board. In the case of a failed election, the Nominations Committee meets to determine a new timeline.
- Meeting Following Nominees confirming their intent to join the Board as a Director: Nominees are sworn in and become Directors of the EMS Board.

- Meeting following the swearing in of new Board members: Officers are nominated, selected, and sworn in to fill open positions and/or extend their terms for a second year as allowed by the Bylaws.

Section 2. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director who has been elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings without sufficient cause for such absence may be removed as a member of the Board of Directors.

Section 3. Non-voting members include the City Council Liaison and the Program Director of the Program will be a non-voting member of the Board of Directors and will be present at all meetings of the Board of Directors.

Section 4. The Board of Directors of the Program may hold regular and special meetings. Regular meetings must be held not less than six (6) times each year. Special meetings of the Board may be called by the President or by the Executive Committee or by two or more Directors. Written notice of the time, place, and agenda for both regular and special meetings must be given to each Director either by personal delivery or by mail, phone, or E-mail at least five (5) days before the meeting.

Section 5. At all meetings of the Board, a majority of the voting members thereof will constitute a quorum for the transaction of business. If a quorum is present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent has the same force and effect as a unanimous vote of the Board.

Section 7. All new members of the Board of Directors are expected to participate in an orientation program familiarizing them with the goals and objectives of the Program and with their responsibilities.

Section 8. Any member of the Board of Directors may be removed from office at any time, with or without cause, by two-thirds votes of the seated Board of Directors.

ARTICLE 7

Committees

Section 1. This Program will have at least four (4) committees, which will be entitled Promotion, Design, Economic Vitality, and Organization. The Promotion, Design, Organization, and Economic Vitality committees will consist of not less than three (3) members, and should have as chairperson a member of the Board of Directors of the Program who will be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a board member, a board member should serve on the committee. The terms of the committees are for one year commencing at the time of the annual membership meeting and are renewed in perpetuity.

Section 2. The Board of Directors may by majority vote designate or appoint one or more committees, in addition to the above-named committees, including, without limitation, an Executive Committee, composed of at least three officers, and which shall, to the extent provided in said vote, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of the Program may be designated and appointed by a majority vote by Directors present at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 8

Officers

Section 1. The officers of the Program will be elected annually by the Directors and include a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 2. Officers will be elected at the first board meeting following the meeting where new Directors are sworn in. The person then serving as President will automatically become the Immediate Past President upon the election of a new President. All officers must be elected by a majority of the eligible voting members present in person.

Section 3. Except as hereinafter provided, the officers of the Program each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

Section 4. A Director may serve in any single office for a limit of two (2) consecutive one-year terms.

A. President. The President presides at all business meetings, but may, at his or her discretion or at the suggestion of the Directors, arrange for another officer to preside at other meetings. The President must perform such duties as are customarily assigned to

that officer as well as those duties as may be directed by resolution of the Board of Directors.

B. *Vice President*. The Vice President has such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. *Secretary*. The Secretary will work with the designated representative to record and maintain in good order the Minutes of all meetings and all records and correspondence of the Program, and will post copies of the Minutes of each membership meeting and each board meeting for all members to view within 60 days of the approval of the minutes. The Secretary will also have such other duties as may be assigned by the membership or the Board of Directors.

D. *Treasurer*. The Treasurer will oversee the maintenance and good order of all financial records of the Program. The Treasurer will also have such other duties as may be assigned by the membership or the Board of Directors.

E. *Immediate Past President*. The Immediate Past President will serve as an *ex officio* member of the Board of Directors and will act in an advisory capacity to the President and Board of Directors.

F. *Temporary Officers*. In case of the absence or disability of any officer of the Program and of any person authorized to act in his or her place during such periods of absence or disability, the President in writing may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 9

Program Director

Section 1. The Program Director of the Program must manage the daily operations of the Program. The Program Director will be responsible for coordinating the implementation of the Program's policies and projects and will perform such other duties as the Board of Directors may require.

ARTICLE 10

Finances

Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities must be signed in the name and on behalf of the Program by any two (2) of the following people: the Program Director, the Board President or the Treasurer.

Section 2. All funds of the Program must be deposited from time to time to the credit of the Program in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the Program any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Program.

Section 4. Within 30 days prior to the beginning of the fiscal year, the Board must approve a Program budget. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 11

General Provisions

Section 1. The fiscal year of the Program begins on the first day of July and ends on the last day of June in each year.

Section 2. Not later than three months after the close of each fiscal year, the Program must prepare:

A. A balance sheet showing in reasonable detail the financial condition of the Program at the close of the fiscal year;

B. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

ARTICLE 12

Amendments

Section 1. The Board of Directors will have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action may be taken if it would in any way adversely affect the Program's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Excerpted from *Main Street Guidelines: Board Members' Handbook*, copyright 1988 by the National Trust for Historic Preservation in the United States. The National Main Street Center is a program of the National Trust for Historic Preservation.

Exhibit A

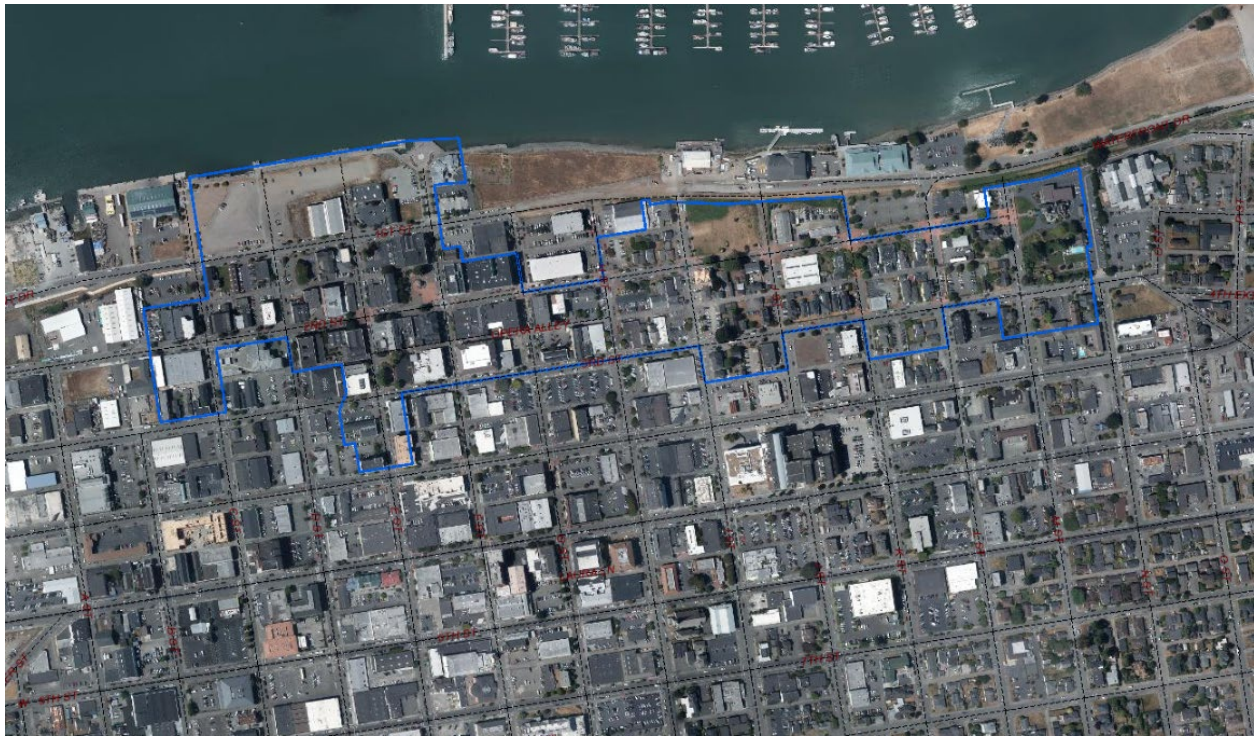


Exhibit B

