

AMENDED BYLAWS

Belmont Shore Business Association

A Non-profit Mutual Benefit Corporation

Last Modified 2013

This Corporation was incorporated on May 21, 1948 as a non-profit Corporation. The purpose of this most recent amendment to the bylaws is to modify membership categories and to set forth the manner in which the Corporation shall be governed.

Article I. Purpose

The purpose of the Belmont Shore Business Association is to form a common bond among business owners located in and around the Belmont Shore area whose goals are to promote, protect and maintain prosperity for the Belmont Shore Community.

This association is for its members and the immediate community, providing a united front to express opinions, protect tranquility and promote a better understanding among merchants, institutions, professionals, as well as residents.

Article II. Seal

The Corporation shall have a common seal, consisting of a circle having on its circumference the words, "Belmont Shore Business Association". Inside the circle the words "Incorporated May 21, 1948".

Article III. Membership

Section 3.01 - Classification of Members - The Corporation shall have four classes of members.

- 1) Regular
- 2) Associate
- 3) Affiliate
- 4) Honorary

Section 3.02 - Eligibility of Membership.

Any person, as defined in Section 5065 of the Corporation Code, is eligible to be a member of the Corporation except that, in the case of a natural person shall not be eligible for membership unless over the age of eighteen (18) years.

Section 3.03 - Qualification of Members - Any person is qualified for membership only after such person has satisfied the following qualifications.

1) Regular Member - Any person is qualified for regular membership only after such person has satisfied the following qualifications:

- A. Owns, operates, or manages a business or profession within the geographical area limited to the Belmont Shore Business District.
- B. Membership shall consist of retailers, institutional business firms, professional firms, and service businesses.
- C. The geographical area referred to section 303.A shall be bounded by the same boundaries as the Belmont Shore Parking and Business Improvement Area (basically from Livingston to Bay shore on Second Street and to the alley on both the north and south side).
- D. Members are able to sit on the board and have voting privileges.

2) Associate Member - Any person is qualified for associate membership only after such person has satisfied the following qualifications:

- A. Owns, operates, or manages a business or profession with the geographical area bounded by the Pacific Ocean, Alamitos Avenue, Pacific Coast Highway, and the San Gabriel River.
- B. Membership shall consist of retailers, institutional business firms, professional firms and service businesses.
- C. Only one associate member at a time may sit on the board and have voting privileges.
- D. The member will pay yearly dues of \$150.
- E. The board recognizes that by the associate member paying dues they get the following credibility and advertising opportunities:
 - Networking opportunities
 - Availability to offer services under the policies set by the BSBA
 - Attendance at meetings
 - Participation on committees
 - The board member has the ability to chair a committee

3) Affiliate Member - Any person is qualified for affiliate membership only after such person has satisfied the following qualifications:

- A. Owns, operates, or manages a business or profession with the geographical area bounded by Los Angeles County or Orange County.

B. Membership shall be limited to retailers, institutional business firms, professional firms and service businesses.

C. Affiliate members will pay yearly dues of \$100.

D. Affiliate membership will be limited to the following:

- Open to the above geographical guidelines
- Unable to be elected to the board
- Will not have voting privileges
- Can not chair a committee

4) Honorary Member - Honorary members may be elected from time to time, for their distinguished service to the business community or the corporation.

Section 3.04. Membership Dues.

The Board of Directors of this Corporation shall from time to time determine an amount that shall be charged to each member and for membership assessments. Such assessments shall be non-refundable. Assessments shall be payable for the first year on admission to membership and annually thereafter as such time or times as maybe fixed by the Board of Directors in conjunction with the City of Long Beach. A member on learning of the amount of dues determined by the Board of Directors, and the time or times of payment fixed by the Board of Directors, must pay the dues within the time period specified or risk a suspension of their membership rights and their voting rights hereunder. Honorary members mentioned at paragraph 3.03 C above might have such dues waived by vote of the Board of Directors. Where these provisions are in conflict with the provisions of any resolution of the Long Beach City Council then said resolution shall control.

Section 3.05. Assessments.

Memberships are subject to additional assessments for special projects or Corporate needs which arise from time to time. Failure to pay a duly levied assessment shall restrict the benefits the Corporation can provide and may hinder the actual business of the Corporation. The Board of Directors shall endeavor to limit the amount of assessments and no penalty shall be levied against a member for failure to pay assessments; however, as a matter of membership pride, the payment of assessments shall mean continued viability of the Corporation and effective implementation of projects that will better serve the Association and the community.

Section 3.06 Number of Members - There shall be no limit on the number of members the Corporation may admit.

Section 3.07 Transferability of Membership - Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 3.08 Membership Book - The Corporation shall keep in written form a membership book containing the name, and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 3.09 of these laws.

Section 3.09 Inspection Rights of Members

- A. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporation Code and the power of the court to limit inspection rights pursuant Section 6332 of the Corporation Code, and unless the Corporation provides a reasonable alternative as permitted by Section 3.09 C of these by laws, a member satisfying the qualifications set forth hereinafter may do either or both of the following.
- 1) Inspect and copy the record of the members' names, addresses, voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation which demand shall state the purpose for which inspection rights are requested; or
 - 2) Obtain from the Executive Director of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitle to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or no later than ten (10) business days after the demand is received or after the date specified there in as the date as of which the list is to be compiled.
- B. The rights of inspection set forth in Section 3.09 (A) of these bylaws may be exercised by the following:
- 1) Any member, for a purpose reasonably related to such person's interest as a member: and
 - 2) The authorized number of members for a purpose related to the members' interest as members
- C. The Corporation may within ten (10) business days after receiving a demand pursuant to Section 3.09 (A) of these bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to a copy of the membership list. An alternative method, which reasonably and in a timely manner

accomplishes the proper purpose set forth in a demand made pursuant to Section 3.09 (A) of these bylaws, shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things, which it offered to do. Any rejection offer of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.09 (A) of these bylaws.

Section 3.10, Termination of Membership

- A. The Board of Directors shall have summary power by vote of a majority of members, to suspend, or to expel and terminate the membership of a member for conduct which in its opinion disturbs the order, dignity, business, or harmony, or impairs the good name, popularity or prosperity of the organization, of which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of these bylaws or of the rules and regulations of the Corporation, which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board upon the initiative of any member or members of such board. The proceedings of the Board of Directors in such matters shall be final and conclusive.
- B. The membership of any member who fails to pay his or her assessments when due shall be automatically terminated, provided such member was given a fifteen (15) day prior written notice of the termination giving the reasons therefore and a timely opportunity to be heard on the matter of termination.
- C. All rights of a member in the Corporation and its property shall cease on the termination of such member's membership.

Article IV. Meetings of the Corporation

Section 4.01. Time - The Corporation shall hold its annual meeting for the election of officers and directors and for the transaction of any other proper business and any special business on the date and at the time as the Board of Directors shall from time to time fix. Until otherwise notified, the annual meeting shall be held at 12:00 p.m. on the last Tuesday of September if not a legal holiday and on the next day if such falls on the day as prescribed.

Section 4.02. Special Meetings - Special meetings of the members may be called at any time by the president or by the Executive Director upon the written request of at least five (5) members of the Board of Directors.

Section 4.03 Notice of Meetings - Notice of all meetings of the Corporation may be by telephone if at least four hours notice is given, in writing to each member or by publication in any local newspaper of general circulation.

Section 4.04 Quorum - At all meetings of the Corporation, fifteen (15) members shall constitute a quorum.

Section 4.05. Conduct of Meetings

- A. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.
- B. The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.
- C. The Roberts Rules of Order, as may be amended from time to time shall govern the meetings of members insofar as such rules are not inconsistent with these By Laws, the Articles of Corporation, (or the law, or rules governing agenda, motions, and related matters.

Article V. Directors

Section 5.01. Number - The Corporation shall have **13** directors. Five (5) of the 13 will serve as the officers of the Corporation. Said Directors shall be elected to their respective offices of the membership at large during the elections more fully described below. Collectively, the Directors and the officers who shall also be directors shall be known as the Board of Directors, and shall have been elected pursuant to the election process set forth more fully below at Article V, Section 5.02.

Section 5.02. Election of Officers

- A. On or before August 1st each proceeding the date of the annual meeting, the president or the Corporation shall have appointed a nominating committee who shall meet on August 1st and prepare a list of nominees for the board.
- B. The list of nominees shall be mailed to each member two weeks prior to the annual meeting, or before as is desired, as the official ticket from which the members may select the respective candidates for the office which the candidate is running and may select six directors for the membership at large. Nominations shall be accepted from the floor and general membership at any time prior to September 1.
- C. Elections will be held by ballot mailed to each member and the results will be announced at the annual meeting. A tally of the votes, including the vote's cast for each nominee shall be available at such meeting and shall be made available for the Board of Directors upon a majority vote of the Directors. Ballots cast in such election shall be maintained and be

available for inspection at the office of the president until the next regular election when such ballots must be destroyed.

- D. The Board of Directors shall adopt safeguards to insure the authenticity of ballots cast, and may impose reasonable limitations as to the manner and time during which ballots may be received.
- E. Each member shall be entitled to vote one time. There shall be no voting by proxy. Cumulative voting shall not be permitted.

Section 5.03. Term

Each director shall serve for a two (2) year sentence and until their successors are elected

Section 5.04. Compensation.

The director shall serve without compensation except that they shall be allowed and reimbursed for all out of pocket expenses made by them on behalf of the Corporation, upon presentation of an actual invoice or receipt evidencing the expense.

Section 5.05 Meetings.

- A. General meetings of the Board shall be held each month during the last week of the month.
- B. Special meetings of the board may be called by the president or secretary at any time, or upon the written request of at least five (5) board members.
- C. Notice of all board may be given to each Director personally, by telephone, or in writing, so long as such notice is given at least four hours on advance of the meeting.
- D. A majority of authorized number of Directors and the President constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- E. Except as otherwise provided in the Article, in these Bylaws, or by the law, every act or decision done or made by a majority of the Directors present at a meeting duly held a which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business not with standing the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.
- F. The President of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meeting can hear one another. Such participating shall constitute personal presence at the meeting
- G. A majority of the Directors present, whether or not quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.06. Removal for Cause.

- A. The board may declare vacant the office of a Director with cause on the occurrence of any of the following events:
1. The Director has been declared of unsound mind by the final order of court;
 2. The Director has been convicted of a felony;
 3. The Director has been found by a final order of judgment of any court to have breached duties imposed by Section 7238 of the Corporation Code on directors who perform functions with respect to assets held on charitable trust; or
 4. The Director has failed to attend three (3) meetings of the Board in the fiscal year without reasonable excuse.
- B. Any or all of the Directors may be removed without cause if, where the corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to section 5033 of the corporation code.

Section 5.08. Resignation of Director

Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Executive Director, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.09 Filling Vacancies

- A. Vacancies on the Board of Directors shall exist on the death, resignation, or removal, of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.
- B. Vacancies shall be filled by reference to the election of the prior period. From the list of those persons who were nominated but were not selected as Directors, the Board shall appoint that person who had the highest number of votes as the person to fill the vacancy. If there is a tie for the highest number of votes then the Board of Directors shall choose by majority of the directors then voting between the two such nominees.
- C. Vacancies created by following the resignation as well as the resignation of all persons nominated in any election to fulfill the numbers of Directors authorized, may be filled by the appointment of the President of the Corporation with the approval of the Board of Directors. These appointments shall be limited to three directors for the term of the current business year only.
- D. Vacancies created by the removal of directors shall be filled only by the approval of the members within the meaning of Section 6034 of the Corporation Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 5.10. Function/Powers

The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of its Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to other persons provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interest of the Corporation, and with care including reasonable inquiry, using ordinary, prudence, as a person in like position would use under similar circumstances.

The Board shall have power to incur indebtedness, terms and amount of which shall be entered in the minutes of the board meeting, and the note or obligation, if any, given for the same, signed officially, by the president and the secretary shall be binding upon the Corporation.

Article VI. Offers.

The officers of the Corporation shall be president, first vice president finance, second vice president promotions, secretary, and the treasurer and such other officers as the members may elect. When the duties do not conflict, one such person holds more than one of these offices. All Officers shall be elected as Directors by the members in the manner more fully set upon above in Article V, Section 5.02.

Section 6.01. President.

The President shall preside over all meetings of the Corporation and Directors. He or She shall sign all certificates of membership; also all contracts and their instruments of writing, which would have first been, approved the Board of Directors of the membership.

Section 6.03. Second Vice President.

In the absence of the President or the First Vice President or their inability to act, the Second Vice President shall act as President. The second Vice President shall be in charge of creating, overseeing, and operating any all promotions of the Corporation.

Section 6.04. Secretary.

The Secretary shall keep and have charge of the minutes of all proceeding of the Board of Directors and the meetings of the members shall serve notice of all meetings; shall execute official documents, with President, in the name of the Corporation; shall be custodian of the Seal Corporation and when so ordered by the board, shall affix the seal to any document; shall keep the bylaws and such papers as the Board may direct; and shall perform all the duties incident to the office, subject to the control of the Board.

Section 6.05. Treasurer.

The Treasurer shall supervise all funds of the Corporation in such bank as may be designated by the Board of Directors. Such funds shall be paid out only the check of the Corporation signed by any two of the following officers, the president, first vice president, second vice president, and /or secretary.

Section 6.06 Election of Officers

The Officers of the Corporation shall be selected from the members of the Board of Directors by a vote of those persons who have been elected to serve on the Board of Directors for the period in which said Officers are to serve. Said Officers are to serve for a one (1) year period beginning on the first (1st) day of the fiscal year following their election and end on the last day of such fiscal year. Within two (2) weeks following the announcement of those persons elected to the Board of Directors, the newly elected Directors and those persons who shall constitute the Board of Directors for the next fiscal year shall meet and nominate officers for the next fiscal year. Within two (2) weeks following such nomination ballots shall be prepared and distributed to the new Board of Directors, including the newly elected Directors.

Ballots shall be returned to the Secretary of the Corporation who shall thereafter meet with the Executive Board, which Board shall count and tally the aforesaid ballots. The results of the tally shall be delivered to each of the Board members for the next fiscal year within one (1) week after receipt of the ballots. Said new officers elected by such procedure shall take office on the first (1st) day of October following election.

Section 6.07. Executive Director.

The Executive Director shall be employed the Corporation and under the direction of the Executive Board of Directors. The Executive Director shall act in an advisory capacity to the board of Directors. Transact any and all business that the current Executive board may designate. Attend all meetings, but has no vote. Keep and maintain all Corporation records and maintain all supplies. He/She shall be responsible to the Board of Directors to supervise the work of the persons employed by the Corporation. The principal business office of the executive Director shall be the office of the Corporation.

Article VII. Executive Committee

The Executive Committee shall consist of five (5) members and such committee shall be vested with all the powers of the Board of Directors when such Board is not in session.

The members of the Executive Committee shall consist of the President, First Vice President, Second Vice president, Secretary and Treasurer.

Article VII. Certificate of Membership

The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificate issued by the corporation shall state on the certificate that the corporation is a nonprofit mutual benefit Corporation, which may not make distribution to its members except on dissolution.

Article IX. Fiscal Year.

The fiscal year of the Corporation shall begin on October 1st and end on September 30th the following calendar year.

Article X. Corporate Contracts and Instruments.

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for purposes or any purpose or any amount. No checks shall be drawn on to the account of the Corporation unless authorized by a vote of the Board of Directors of the Corporation or the Executive Committee if Board of Directors shall not be in session.

Article XI. Amendments to Bylaws

Amendments to these bylaws may be proposed at any meeting of the Board of Directors or of the Corporation. To become effective they must receive affirmative vote of nine (9) directors if proposed at a director's meeting or a majority of a quorum of the membership is proposed at a meeting of the members. The bylaws may be amended at any time by the written assent of nine (9) of the Board of Directors, or of a majority of the members.

Certificate Of Secretary
Of
Belmont Shore Business Association
A California Nonprofit Mutual Benefit Corporation