

**CEARLAKE OAKS-GLENHAVEN BUSINESS ASSOCIATION BY -LAWS
(To Be Voted on 9-13-07)**

ARTICLE I: NAME

The Clearlake Oaks-Glenhaven Business Association is a corporation under California Non-Profit Law for the purpose described in the Articles of Incorporation, hereinafter referred to as Association.

ARTICLE II: PURPOSE

1. To promote goodwill and prosperity among the businesses and the communities of the Clearlake Oaks-Glenhaven area; and
2. To distribute selected amounts of monies to designated non -profit organizations serving our community as approved by the Association.

ARTICLE III: LOCATION

General meetings of the Association and Board of Directors meetings shall be conducted at a location within the boundaries of the Clearlake Oaks -Glenhaven area.

ARTICLE IV: PARLIAMENTARY PROCEDURES

These By-Laws and Roberts Rules of Order, Newly Revised, shall govern the conduct of business at all meetings of the Association, Board of Directors meetings, Executive Committee meetings, or any other committee meetings of the Association.

ARTICLE V: VOTING PROCEDURES

A simple majority shall be required for passage of items put to a vote at all General meetings of the Association, Board of Directors meetings, Executive Committee meetings, or any other committees' meetings, provided those present constitute a quorum stated in Articles VII & X of these By-Laws.

ARTICLE VI: MEMBERSHIP

Section 1: Classification

There shall be four classes of Association Membership;

- Regular Membership
- Resident Membership
- Organizations
- Honorary Members

Section 2: Clarification

Regular or Resident Member

Any person owning or operating a business in the Clearlake Oaks-Glenhaven area or an appointed representative of that business or others interested in the Clearlake Oaks - Glenhaven area and/or Lake County in general.

Organization

Any non-political organization interested in the Clearlake Oaks -Glenhaven area and/or Lake County in general. The organization can appoint a representative of that organization to vote and/or speak on behalf of the organization.

Honorary Member

Any person, who may, from time to time, be appointed to the Association by the Board of Directors and approved by the Association.

Section 3: Voting Rights

1. Each Member in good standing (Dues paid) shall have one (1) vote.
2. Each Member in good standing (Dues paid) shall be entitled to vote on each matter submitted to a vote of the membership.
3. Honorary Members shall not have voting privileges.

Section 4: Dues

The membership dues for each Regular, Resident, or Organization shall be determined by the Board of Directors and are due and payable within forty-five (45) days of date of invoice. New members should receive a Membership List and a copy of the By-Laws. Membership plaques are optional. Other members can receive a Membership List and a copy of the By-Laws upon request.

ARTICLE VII: ASSOCIATION MEETINGS

Section 1: General Meetings

1. General meetings shall be held on the fourth (4th) Thursday of each month.
2. Location of the meetings shall be decided by the Board of Directors.

Section 2: Special Meetings

1. Special meetings of the Association membership shall be announced at the preceding General meeting, or by an announcement mailed to membership within fifteen (15) working days, or personal phone contact made no less than five (5) days before the date of the scheduled Special meeting.
2. Special meetings shall be held at the call of the President of the Board, or by the majority of the Board of Directors. Only those items of business set forth in the notice for the special meetings shall be discussed and acted upon at such a meeting.

Section 3: Quorum

1. A Quorum to conduct business shall consist of at least four (4) Board Members and ten percent (10%) of membership in good standing (Dues paid).
2. If a Quorum to conduct business is not present at any meeting where voting is to be conducted, no action may be taken and the meeting shall be informational in content only.
3. A new date and time will be set by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: General Powers

The Association shall be governed by its elected Board of Directors.

Section 2: Number

The Board of Directors shall consist of ten (10) Association members in good standing (Dues paid) elected by the membership. Representation shall be a broad-based representation of the Clearlake Oaks -Glenhaven area and the residents and businesses served by the Association. These Directors shall consist of the elected officers: the immediate Past-President of the Board and four (4) other elected Board Members.

Section 3: Officers

The Board Officers shall be: President, Vice -President, Secretary, Treasurer, Sergeant - At-Arms/Parliamentarian, and the Immediate Past -President.

Section 4: Qualifications/Tenure/Compensation

1. Each Director must be a member of the Association in good standing (Dues paid) and be a resident of Lake County.
2. Only one (1) member per business shall serve on the Board of Directors at the same time.
3. Each Director/Officer shall be elected for a term of one (1) year.
4. Each Director/Officer shall hold office until re -elected, or until a successor shall have been elected or appointed.
5. Board Directors/Officers shall receive no compensation for their services on the Board.

Section 5: Electing the Board of Directors

1. Each member in good standing (Dues paid) shall be entitled to vote for each Director/Officer position to be filled.
2. A candidate may be nominated for only one Director/Officer position per election and must be a member in good standing (Dues paid) of the Association.
3. Each Director/Officer of the Board shall be voted for separately.
4. Voting shall be by a simple ballot listing all candidates.

Section 6: Resignations and Removal

1. Resignation of a Director/Officer shall be submitted to the President or Secretary in writing and shall be deemed effective upon receipt unless otherwise stipulated by the Board of Directors.
2. In order to remove a Director/Officer from the Board, charges must be brought before the Board of Directors and the Board will review such charges. The Board will then present their recommendations to the Membership for a vote as to the disposition of said Director/Officer.
3. Two consecutive absences from Board Meetings shall be considered as a resignation unless the Director/Officer has been excused or granted a leave of absence by the Board.

Section 7: Vacancies

1. **Board of Directors:** Vacancies of Director shall be filled by a majority vote of the Association Members at the next scheduled General meeting of the Association. The newly elected Director shall serve until the term is scheduled to expire.

2. **Board Officers:** Vacancies of Officers shall be filled by Board appointment from existing members of the Board. Such appointed Officers shall serve until the term is scheduled to expire.
Following such board appointment, the membership shall elect a new Board member as outlined above.

Section 8: Duties

1. Each Director/Officer shall perform his/her duties, including duties as a member of any Association committees, in good faith and in such a manner that is in the best interests of the Association and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances.
2. The President shall preside at all Association General meetings, Board meetings, and other Association committee meetings as appropriate and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall also represent the Association to outside associations, organizations and agencies.
3. The Vice-President shall carry out all the duties of the President in his/her absence or for any reason when he/she is unable to serve.
4. The Secretary shall keep a full and complete record of all the proceedings of the Association and the Board of Directors; shall supervise the keeping of records of the Association, and shall discharge such other duties of the office as prescribed by the Board of Directors. The President may appoint an Acting-Secretary in the absence of the Board Secretary.
5. The Treasurer shall oversee the general supervision of all monies of the Association, however received; provide such financial reports and statements as the Board of Directors may from time to time require or request, and supervise the keeping and auditing of the accounts which shall be open at all times to the inspection of the Board of Directors or the General membership.
6. The Sergeant-At-Arms/Parliamentarian shall ensure and maintain order during all Association meetings, supervise annual Association elections, and perform other duties as may be assigned by the Board of Directors.
7. The Immediate Past-President shall act as an Advisor to the Board/Association, offering counsel and support by drawing on his/her past experience as Board President, and perform other duties as may be assigned by the Board of Directors.

ARTICLE IX: BOARD OF DIRECTORS MEETINGS

Section 1: Board Meetings

The Board of Directors shall meet once each month. The day determined by the majority of the Board members.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by a simple majority of the members of the Executive Committee.

Section 3: Quorum

1. A Quorum to conduct business shall consist of at least five (5) current Directors/Officers.
2. If a Quorum to conduct business is not present at any meeting where voting is to be conducted, no action may be taken and the meeting shall be informational in content only.
3. A new date and time will be set by the Board President.

ARTICLE X: COMMITTEES

Section 1: Standing Committees

The Board of Directors shall have the power to create and terminate standing committees. Each committee shall have a specific area of responsibility. The committees may consist of Directors/Officers, members from the General membership, and may have other members from the community-at-large as determined by the needs and goals of the committee.

The Board of Directors shall appoint interested persons to these committees and shall assign a Board member to each committee to act as a liaison to the Board. The committee will elect its own chairperson who will be responsible to ensure the goals and objectives of the committee are met.

Section 2: Executive Committee

The executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.

The duties of the Executive Committee shall include, but not be limited to taking immediate action on any issues which must be resolved before the next scheduled Board meeting. The full Board shall ratify such actions taken at the next Board meeting.

Section 3: Finance Committee

The Finance Committee shall give assistance to and oversee the treasury, and shall be responsible for budget recommendations, accounting and auditing, and policies regarding the handling of funds. Input to this committee shall be provided by the Board and

General membership. The Board Treasurer shall be a standing member of the Finance Committee.

Section 4: Catfish Derby Committee

The Catfish Derby Committee shall be responsible for planning, organizing and coordinating all activities relating to the Catfish Derby. The Board of Directors shall appoint the chair of the committee.

Section 5: Maxine Sherman Memorial Fireworks Committee

The Maxine Sherman Memorial Fireworks Committee shall be responsible for planning, organizing and coordinating all activities relating to the fireworks and other events surrounding same. The Board of Directors shall appoint the chair of the committee.

Section 6: Charlene Kingsley Memorial Holiday Decorating Contest Committee

The Charlene Kingsley Memorial Holiday Decorating Contest Committee shall be responsible for planning, organizing and coordinating all activities relating to the Business and Home Christmas Decorating Contest in Clearlake Oaks and Glenhaven. The Board of Directors shall appoint the chair of the committee.

Section 7: Nominating Committee

1. The Nominating Committee shall consist of two (2) Directors/Officers and two (2) additional members from the General membership appointed by the Board President.
2. The Nominating Committee shall be responsible for
 - a. Interviewing prospective new Board Member Candidates
 - b. Education of Board Candidates about Board Governance and responsibilities
 - c. Choosing Candidates for recommendation to the General Membership
 - d. Recommending to the General Membership an annual slate of officers
3. Director/Officer Elections shall take place at the November General meeting
4. New Directors and Officers shall assume their duties on January first of each year unless they are elected or appointed during the year due to a Board vacancy.

ARTICLE XI: AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by a simple majority vote of Members in good standing (Dues paid) present at any duly notified General membership meeting, providing written notice of the proposed amendment, alteration or repeal shall have been given at least thirty (30) days prior to the scheduled day of the vote.

ARTICLE XII: FISCAL YEAR

The Fiscal Year of this Corporation shall end December 31st.

ARTICLE XIII: GENERAL PROVISIONS

Section 1: Association Records and Reports

The Association shall keep at its principal office, or at such other place as the Board of Directors may specify, a book of the minutes of the General membership, Board Meetings and meetings of committees of the Board with the time and place of holding, whether regular or special, the names of those present and the proceedings thereof, a copy of the Articles of Incorporation, a copy of the current By-Laws, and the names, businesses (if applicable) and addresses of each member.

Section 2: Books of Accounts

1. The Association shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
2. The Board of Directors shall not enter into any contract, agreement or obligation without the approval of the General Membership.
3. The President, Vice-President, Secretary, and Treasurer shall be listed with the bank as valid check signers.
4. All checks in excess of \$500.00 shall require two signatures.
5. The Board of Directors may accept on behalf of the Association any gift or donation. Said gift or donation shall be announced to the General Membership.
6. In the event of the dissolution of the Association; after all bills are paid and the books and accounts are reviewed, audited and deemed to be in order, all funds shall be given to a non-profit corporation and/or school district as approved by the Association.

Section 3: Annual Audited Financial Report

The Board Treasurer shall prepare or cause to be prepared an Annual audited Financial Report and shall make available such report to members of the Association.

Section 4: Conflict of Interest

No Member of the Association, Board of Directors or of a committee shall vote on a proposal or resolution in which said Member has a material financial interest.

Section 5: Investments

In investing assets not held for use or used directly in carrying out programs of the Association, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Association's capital, unless otherwise required by the instrument or agreement under which such assets were contributed to the Association.

Section 6: Political Endorsements

The Association shall not endorse any candidate or proposition or measure. However, presentations are allowed and petitions can be circulated at General meetings for individuals to sign as they see fit. Debates at meetings with equal representation are permissible.

CERTIFICATION OF PRESIDENT OF THE BOARD

I, the undersigned, certify that I am the presently elected and acting President of the Board of the Clearlake Oaks-Glenhaven Business Association, a California non-profit Corporation, and the above By-Laws, consisting of 9 pages, are the By-Laws of this Corporation as amended at a duly notified General Association Meeting held on July 26, 2007.

Dated this 30th day of July, 2007

Executed in Clearlake Oaks, California

Helen Locke, President – Clearlake Oaks-Glenhaven Business Association