

WILLOW GLEN BUSINESS AND PROFESSIONAL ASSOCIATION

BYLAWS

ARTICLE I

NAME, GEOGRAPHICAL LIMITS AND PRINCIPAL OFFICE

Section 1. Name. This organization shall be known as the Willow Glen Business and Professional Association, hereinafter referred to as the “*Corporation.*”

Section 2. Geographical Limits. The geographical limits of the Corporation shall be the portion of the City of San Jose described as the Willow Glen Community Benefit Improvement District (“*WGCBID*”).

Section 3. Principal Office. The principal office of the Corporation is located at 1202 Lincoln Avenue, P.O. Box 8086, San Jose, California 95155. The Board of Directors (“*Board*”), when it deems appropriate, may change the location of the principal office. Any change of principal office location shall be noted by the Secretary of the Corporation in these Bylaws opposite this section or this section may be amended to state the new location.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to make downtown Willow Glen a desirable destination to shop, eat and locate a business by engaging in, but not limited to:

- the maintenance and beautification of the appearance of downtown Willow Glen;
- the promotion of a positive identity for the Willow Glen business community through advertising, public relations, sponsorships, events and festivals;
- the improvement of business conditions by being a strong advocacy organization; and
- the preservation of the historical and architectural character of downtown Willow Glen.

The Corporation is organized under the California Nonprofit Mutual Benefit Corporation Law for the mutual benefit of its members and is qualified as a non-profit organization under IRS Code Section 501(c)(6).

ARTICLE III

MEMBERSHIP AND CLASSIFICATION

Section 1. Classifications. Membership in this Corporation shall be classified as Active, Associate and Honorary.

Section 2. Active Membership. Active Membership in the Corporation shall be conferred automatically upon property and/or business owners, managers of a corporate branch, or designated employee(s) of property or business owner, who are within the geographical limits of the WGCBID as defined by the City of San Jose.

Section 3. Associate Membership. Associate Membership in the Corporation shall be available to

owners of businesses and commercial property, or designated employees, located in the Willow Glen neighborhood bounded by San Carlos Avenue to the North, Highway 87 to the East, Foxworthy Avenue to the South and Meridian Avenue to the West, and who receive approval from the Corporation's Board for admission. The Board may extend Associate Membership to business owners or their designated employee, outside the stated geographical boundaries with a two-thirds vote. Associate Members shall enjoy the same status as Active Members with respect to participation in member events and activities, eligibility for Board and committee membership and voting on Corporation business. Associate Members may be limited in their participation on the Board and in sponsored advertising and promotional campaigns.

Section 4. Community Membership. Certain members of the San Jose/Willow Glen community do not qualify for Active or Associate membership but, based on their demonstrated commitment to the community and the mission and strategic goals of the Corporation, the Board shall have the authority to recruit and propose such members to serve on the Board and committees of the Corporation. Consequently, the Board, at its discretion, can propose and approve by a simple majority of the Board up to four (4) such individuals (as a group, the "*Community Board*") to serve on the Board.

Section 5. Honorary Membership. Honorary memberships shall be conferred when the Corporation deems appropriate. Honorary members shall be approved by a two-thirds vote of the Board after nomination by a member of the Board. Honorary members have no voting status in the Corporation and may not serve on the Board.

Section 6. Dues and Fees. Active members must pay the WGCBID fees as assessed by the City of San Jose and Associate members must pay dues in amounts as fixed by simple majority vote of the Board. Those individuals serving in on the Community Board are not required to pay fees or dues.

Section 7. Termination of Membership. Active or Associate membership will be terminated upon occurrence of any of the following events:

- a) Resignation of a member upon reasonable notice to the Corporation.
- b) Expiration of the period of membership unless membership is renewed.
- c) Failure of a member to pay, as applicable, CBID fees or dues.

Associate and Honorary Membership status may be revoked at any time by a three-fourths vote of the Board.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. Number. The authorized number of directors shall be a maximum of sixteen (16), twelve (12) of which will be elected and four (4) of which shall be approved and appointed by a simple majority of the Board.

Section 2. General Activities. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and any limitations of the Corporation's Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall have the power to adopt and use a corporate seal, borrow money and incur indebtedness on behalf of the Corporation, enter into contracts, and determine and require adequate insurance documentation for all contracts and contractors. Directors have such other powers and perform such other duties as from time to time may be prescribed for them by the Board and these Bylaws.

Section 3. Members. The Board of the Corporation shall be composed of twelve (12) elected members and four (4) appointed members. Each elected director shall be an Active or Associate member in good standing. No Board member may serve simultaneously in two director positions and no more than four (4) of the elected directors may be Associate members.

Section 4. Term of Office. Directors shall enter office on the first day of February of each year and shall serve for a term of two (2) years or until their successors are duly elected (or appointed in the case of Community Board members). Directors may serve up to three (3) consecutive terms and former directors must not have been on the Board for one (1) full year before being eligible to again run for election.

Section 5. Attendance. All members of the Board are required to attend all Board meetings. Failure to attend two (2) consecutive meetings without notifying the President or Executive Director in advance may, by simple majority vote of the Board, result in removal from the Board. Any Active or Associate member in good standing of the Corporation shall be allowed to attend Board meetings.

Section 6. Reporting. All members of the Board shall report on their area of responsibility, as assigned by the Board, to the membership at each meeting. Directors shall report on the activities of their standing committees at each Board meeting.

Section 7. Policies and Activities. The Board shall determine the policies and activities of the Corporation and approve the budget. Each Director shall establish working committees as needed to accomplish the work of each activity area for which the Board is responsible.

Section 8. Board Orientation. Newly elected and appointed members to the Board who have not previously attended a formal WGBA Board orientation must do so within 3 months of taking office or their vote will be suspended until their orientation training has been completed.

ARTICLE V OFFICERS

Section 1. Members. Four of the of the members of the Board shall also fulfill the Corporation's officer positions of President, Vice-President, Treasurer and Secretary. The Board shall appoint all officers and each officer shall serve a minimum two-year term. Each officer shall be a member in good standing, no member may serve simultaneously in two officer positions and no more than two officers may be a Community or Associate member.

Section 2. Duties. The duties of the Officers of the Corporation shall be as follows:

- a) **President.** The President shall be the executive officer of the Corporation and shall preside over all Corporation and Board meetings. The President shall be familiar with the "Roberts Rules of Order Newly Revised." The President shall (i) be an ex-officio member of all standing and special committees, (ii) promote the growth of the Corporation, and (iii) have oversight responsibility for civic and community liaison activities. Additionally, the President shall directly supervise the Executive Director.

- b) **Vice-President.** The Vice-President, in the absence of the President, shall become the executive officer of the Corporation and shall perform all duties pertaining to that position.

- c) **Treasurer.** The Treasurer shall be responsible for maintaining or causing to be maintained the books of the Corporation, giving a monthly accounting to the Board, and giving a yearly accounting to the membership. The Treasurer shall also be responsible for preparing annual budgets, chairing a Finance Committee, if organized, and ensuring annual financial audits of the Corporation are completed.
- d) **Secretary.** The Secretary shall have responsibility for recording the minutes at all Board meetings, maintaining the Board actions, committee minutes, articles, committee meeting minutes, assuring that meeting notices are distributed per the Bylaws and ensuring the Board and committees adhere to the Corporation's Bylaws.

ARTICLE VI EXECUTIVE COMMITTEE OF THE BOARD

Section 1. Members. The Executive Committee of the Board shall consist of those persons appointed by the Board as President, Vice-President, Treasurer and Secretary and one member-at-large which is appointed by the Executive Committee. The member-at-large will serve a one year term.

Section 2. Powers. The Executive Committee shall have authority to meet and act on behalf of the Board in urgent situations where the full Board is unavailable. The Executive Committee shall have authority to meet and act on behalf of the Board regarding specific issues delegated to it by the Board. The Executive Committee shall report all its actions to the other Board members within 24 hours of the action(s). Actions of the Executive Committee can be overturned by a simple majority vote of the full Board.

ARTICLE VII COMMITTEES

Section 1. Establishment. The Board may establish temporary or standing committees to accomplish the Corporation's work and projects, including, but not limited to, an Executive Committee.

Section 2. Chairs. The Chair of each committee shall be nominated by the Director who has oversight responsibility for the committee function. The nominee shall then be approved or vetoed by the full Board.

Section 3. Volunteers. Committees may be assisted in the completion of projects by additional volunteers from the community at large. These volunteers are not required to be members of the Corporation in order to assist in committee activities.

ARTICLE VIII MEETINGS

Section 1. Membership and Board Meetings. The Corporation shall have a combined Membership and Board meeting every month at a time and place determined by the Board. Notice of the meeting will include matters which the Board is presenting for action to the Members.

Section 2. Board of Directors. The Board shall meet at least once a month. A simple majority of

the authorized number of directors shall constitute a quorum for transacting business. Written notice shall be given not less than ten (10) days before the meeting.

Section 3. Executive Committee. The Executive Committee shall meet as directed by the Board. A simple majority of the authorized number of Executive Committee members shall constitute a quorum for transacting business.

Section 4. Annual. The annual meeting of the Corporation shall be held in January each year.. Written notice for the convening of the annual meeting shall be given not less than twenty (20) days before.

Section 5. Special. Special meetings may be called at any time by the President or any three directors with at least 48 hours notice by mail, telephone, telegram, electronic mail or facsimile, and with at least four (4) days notice if by mail. Special meetings may be called by written request of ten (10) percent or more of the voting members specifying the nature of the business proposed to be transacted and submitted to the President, after which such special meeting will be held no more than forty-five (45) days after receipt of the request.

Section 6. Committee. Committee meetings shall be held as directed by the Board or the respective committee Chairs.

Section 7. Notice. Notice of meetings must specify the location, date and hour of the meeting to members entitled to vote at that meeting, the general nature of the business to be transacted, and for the annual meeting, those matters that the Board intends to present for action by the Membership. Notice of meetings must be in writing and be given either personally or by mail, e-mail, facsimile or telegram.

Section 8. Voting and Quorum. Each member entitled to vote, is entitled to have one vote cast on his/her behalf on each matter submitted to a vote. A simple majority of the authorized number of directors shall constitute a quorum for transacting business for those items requiring Board approval and a simple majority of the members present shall constitute a quorum for transacting business for those items requiring Membership approval. Every act done or decision made by the simple majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by the Articles of Incorporation, these Bylaws, or the Law. Directors or Members may not vote by proxy. A Board meeting at which a quorum is initially present may continue to transact business despite the withdrawal of one or more directors if any action taken or decision made is approved by at least a simple majority of the required quorum for that Board meeting.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to that action and that action is filed with minutes of the proceedings.

ARTICLE IX **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Time of Election. The installation of the Board shall take place at the annual meeting of the Corporation.

Section 2. Nominating Committee. At least eight (8) weeks prior to the date of the annual meeting, the Board shall appoint a Nominating Committee. The duties of this committee shall be to make nominations, with the consent of those nominated, to the elected and appointed Board positions

and to prepare a ballot those nominees to be elected by the members of the Corporation .

Section 3. List of Nominees. At least four (4) weeks prior to the annual meeting, the Nominating Committee shall submit a list of nominees for each elected and appointed offices to be filled. At least four (4) weeks prior to the annual meeting, nominations from the floor at the monthly Membership and Board meeting may be made.

Section 4. Voting. Ballots will be distributed with the annual meeting notice. At least twenty (20) days will be allowed for the return of the ballot. Voting shall be by Active and Associate members in good standing. There will be no voting by proxy. Voting shall be by written ballot submitted in person or by mail as determined by the Nominating Committee. Each member entitled to vote is entitled to have one vote cast on his/her behalf. A simple majority of all votes received shall be necessary to elect any member of the Board. Ballots will be counted by two persons, of which none are directors. Newly elected Directors will be notified at least seven (7) days prior to the annual meeting.

Section 5. Interested Persons and Conflict of Interest. No person serving on the Board may be an “interested person.” For the purposes of this section, “interested person” means a person currently being directly compensated by the Corporation for services rendered it within the previous 12 months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation or reimbursements paid to a director in fulfilling his position as a Director. Additionally, any Board member who may be compensated directly or indirectly by another party as a direct result of a vote on any matter brought before the Board shall recuse themselves from said vote.

ARTICLE X

REMOVAL, VACANCIES AND RESIGNATIONS OF DIRECTORS AND OFFICERS

Section 1. Removal. The Board may remove any director or officer from office with or without cause. Any director or officer removed from office in this manner may request that the issue of their removal be brought to the full membership with a three-fourths majority vote required for reinstatement.

Section 2. Vacancy. In the case of a vacancy in the office of President, the Vice-President shall succeed to the office. In the case of a vacancy in any other position of the Board, that position shall be temporarily filled by appointment of the Board until the next annual meeting.

Section 3. Resignation. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

ARTICLE XI LIMITATIONS

Section 1. Political Neutrality. The Corporation shall not be used in any way for any political purpose nor shall it, as a Corporation, actively participate in the political candidacy of any person.

Section 2. Dedication of Property and Assets. The property, assets, profits and net income of this Corporation are dedicated irrevocably to the purposes set forth in Article II.

Section 3. Dissolution. Upon dissolution of this Corporation, after paying or adequately providing for the payment of debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to another mutual benefit organization as approved by the Board and the

members of the Corporation.

Section 4. Limitation of Individual Liability. No member, director or officer of this Corporation, solely by virtue of membership in the Corporation, will incur personal liability for any debts, liabilities or obligations of the Corporation.

ARTICLE XII
FINANCE

Section 1. Budget. Not later than the first day of April, the budget of estimated income and expenditures shall be adopted by the Board of Directors for the fiscal year beginning July 1 of each year.

Section 2. Official Depository. The Board of Directors shall determine the official depository or depositories and designate persons to sign checks. In the case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

ARTICLE XIII
RULES OF ORDER

“Roberts Rules of Order Newly Revised” shall be the parliamentary authority for all matters or procedures not specifically covered by these Bylaws.

ARTICLE XIV
INSPECTION BY DIRECTORS AND MEMBERS

Every Director and member shall have the right to inspect all books, records and documents and the physical properties of the Corporation. This inspection may be made in person or by an agent or attorney.

ARTICLE XV
AMENDMENT TO BYLAWS

Any amendment to these Bylaws shall be adopted by a simple majority vote of the Active and Associate members present at any Membership and Board meeting of the Corporation, provided written notice of the proposed amendment(s) shall have been given to the members at least two weeks prior to said meeting.

Signed by:

Approved: