

BY-LAWS OF THE TRI-VALLEY EXECUTIVES ASSOCIATION

1. Objectives: The objectives of this Association shall be:

1.1. Information: To institute and maintain a method of collecting, recording, and exchanging business information for and between its Members.

1.2. Methods: To create and encourage cooperative business methods among its Members.

1.3. Activities: To develop and carry on such activities as shall be found best to promote the welfare of its Members and effect the purposes for which the Association was formed.

1.4. Development: To encourage business and professional development within the community as a whole.

1.5. Other: Such other and further objectives as are not inconsistent with the foregoing.

2. Definitions.

2.1. Association: The Tri-Valley Executives Association, a California nonprofit corporation.

2.2. Tri-Valley or Tri-Valley Area: That area of eastern Alameda County and southern Contra Costa County centered around the intersection of highways 580 and 680.

2.3. Executive Director: A non-Member contracted by the Board to perform certain duties.

2.4. Member: A business entity admitted to the Association.

2.5. Member in good standing: A Member in compliance with the Association's by laws and directives, including attendance and dues requirements.

2.6. Active Representative: The primary individual who represents the Member in all Association meetings and who

holds the privileges, rights, and responsibilities of the Member.

2.7. Associate Representative: A second individual who, in the absence of the Active Representative, represents the Member and holds all the privileges, rights, and responsibilities of the Member.

2.8. Directives: The directions, policies, procedures and information adopted by the Board of Directors to manage the affairs of the Association.

2.9. Manager: A manager is an employee with budget responsibility, responsibility for staff supervision, and/or responsibility for hiring and firing employees.

3. By-Laws.

3.1. Interpretation. The Board of Directors shall have the right to interpret the By-Laws and to reconcile any inconsistency or ambiguity therein. Such reconciliation shall be recorded in the minute book or Directives of the Association.

3.2. Amendment.

3.2.1. Membership. These By-Laws may be amended, or new By-Laws adopted, by a majority vote of the representatives of Members present at the annual meeting, or at any special meeting called for the purpose by the President.

3.2.2. Board of Directors: The By-Laws may be changed by the majority vote of the Board of Directors, at a regular meeting or special meeting called for that purpose by the President. Such amendment shall not be effective until 30 days after publication to members, or if a challenge is made, until the membership vote on such challenge.

3.2.3. Publication: Each amendment must be communicated in writing to the membership within fifteen (15) days after it is adopted by the Board.

3.2.4. Members' Challenge of Amendment Made By Board of Directors:

Any Member in good standing may challenge an amendment made by the Board within thirty (30) days of notification. Should any five (5) Members notify the President in writing of their challenge, the President shall call a special meeting of the Association to consider the revocation or alteration of the amendment approved by the Board. A vote of a majority of the representatives of Members present at such meeting shall be necessary to reject or alter the amendment. No section rejected or altered pursuant to this section shall thereafter be subject to any change by the Board of Directors.

4. Board of Directors.

4.1. Control and Management: Control and management of this Association shall be vested in a Board of Directors, subject to these By-Laws.

4.2. Size of Board: The Board shall consist of not less than seven (7) Members, *except as provided in sub-paragraph 4.6, below.*

4.3. Eligibility: Nominations for election to the Board may be made by any Member (through its representative) at any weekly meeting in January. Each nominee shall be the Active Representative of a Member in good standing.

4.4. Election and Induction: Elections will be held each February with induction in the following April.

4.5. Term: The newly elected Directors shall serve a two (2) year term, beginning April 1 following their election.

4.6. Vacancy: Any vacancy on the Board shall be filled by appointment of the person receiving the next highest non-winning number of votes for Director in the preceding election. If that Member is unable to serve, the Board may direct the President to call a special meeting to elect a new Director, or the

Board may opt to leave the seat vacant until the next regular election of Directors.

4.7. No Compensation: The Board shall serve without compensation.

4.8. Meetings of Board of Directors:

4.8.1. Quorum: Four (4) Directors shall constitute a quorum of the Board.

4.8.2. Time and Place: The Board shall hold regular meetings at least once every month. The time and place of such meetings shall be selected by the President or at the request of three (3) or more directors, by giving timely notice to each Director.

4.8.3. Order of Business: The Board shall prescribe its own order of business and rules of procedure.

4.8.4. Attendance: Failure to attend two (2) or more Board meetings in any twelve (12) month period, without sufficient or satisfactory excuse, shall be sufficient cause for expulsion from the Board upon a majority vote of the other Directors.

4.9. General Powers: The Board shall have all powers consistent with the letter and spirit of the By-Laws and not specifically restricted by them. These shall include the following:

4.9.1. Directives. The Board shall maintain a book of Directives.

4.9.1.1. Purpose: The purpose of the Directives is to maintain consistency in the governance of the Association. The Directives shall set forth the Board's interpretation of the By-Laws, its methods and procedures, and its decisions.

4.9.1.2. Contents: Each Directive shall contain, at a minimum: an effective date; a termination date (if applicable); and all information deemed necessary for a complete explanation of the meaning of the Directive. No Directive or amendment shall be effective until 30 days after publication, or if a challenge is made, until the membership vote on such challenge.

4.9.1.3. Publication: Each Member shall receive a written copy of each new Directive within fifteen (15) days after it is adopted by the Board.

4.9.1.4. Members' Challenge of Directive: Any Member in good standing may challenge a Directive approved by the Board within thirty (30) days of notification. Should any five (5) Members notify the President in writing of their challenge, the President shall call a special meeting of the Association to consider the revocation or alteration of the Directive approved by the Board. A vote of a majority of the representatives of Members present at such meeting shall be necessary to reject or alter the Directive. No Directive rejected or altered pursuant to this section shall thereafter be subject to any change by the Board of Directors.

4.9.2. Violations: The Board shall consider all cases of violations of these By-Laws, or of the Directives of the Association, and shall have power to penalize the offending Member or Representative as may be deemed best in its judgment. Said penalties may include expulsion of the offending Member.

4.9.3. Activities: The Board may plan and execute business or social activities. Attendance at such events shall not be mandatory.

4.9.4. Leave of Absence: Upon written request, the Board may grant a Member a leave of absence not to exceed three (3) months. Dues must be paid and current during any leave of absence.

4.9.5. Disputes: The Board shall maintain records of disputes between members, if submitted in writing. The Board shall not pass judgment, except for disputes involving a violation of the By-Laws or Directives of the Association. Such records shall be confidential.

4.9.5.1. Officers.

4.10. Officers: The officers of the Association shall consist of President, President-Elect, and a Treasurer. Each officer must be a Board member at the time of election by the Board.

4.11. Election: Officers are elected by the Board.

4.11.1. President-Elect and President: The President-Elect shall be elected at the first board meeting following July 1. The President-Elect shall serve a single one (1) year term as President beginning the following April 1.

4.11.2. Treasurer: The Treasurer shall be elected at the first Board meeting following April 1 and shall serve from election until the first meeting of the Board of Directors the following April. The Treasurer is eligible for election to a second and final term.

4.11.3. Secretary: The Executive Director shall serve as Secretary of the Association, but shall have no vote.

4.12. Duties

4.12.1. President: The President shall:

4.12.1.1. Preside: Preside at all meetings of the membership and the Board.

4.12.1.2. Vote: Have a vote equal to each Director with regard to Association matters before the Board.

4.12.1.3. Special Meetings: Have power to call special meetings of the membership.

4.12.1.4. Order of Business: Set the agenda for all meetings of the Association and of the Board.

4.12.1.5. Committees: Establish committees to carry out Directives of the Board. Each committee may be permanent or temporary. The rights, authority and duration of each committee shall be explained and limited in the Board's Directive(s) regarding the committee. Each committee shall be

chaired by a Director, who may enlist Active Representatives of Members in good standing into the committee. Each committee may be dissolved by the Board.

4.12.2. *President-Elect:* The President-Elect shall:

4.12.2.1. *Assumption of Presidency:* Automatically assume the presidency the following April 1 and serve for a one-year term. If the President resigns or otherwise becomes unable to serve in that role at any time before October 1, the President-Elect shall immediately assume the office of President and a new President-Elect shall be elected by the Board to take office the following April 1.

4.12.2.2. *Absence of President:* In the absence of the President, have all of the powers and perform all of the duties vested in the President. If the President resigns or otherwise becomes unable to serve in that role at any time on or after October 1, the President-Elect shall serve as Acting President until the following April 1, at which time the President-Elect shall be installed as President.

4.12.3. *Treasurer:* The Treasurer shall:

4.12.3.1. *Financial Transactions:* Be responsible for verification, at regular intervals, of all financial transactions of the Association, and consider bills rendered to the association.

4.12.3.2. *Check Signing.* Establish and maintain bank signature cards.

4.12.3.3. *Financial Report.* Present a financial report to the Board, at least quarterly.

5. Membership.

5.1. *Eligibility:* Memberships shall be limited to business entities engaged in a business or professional activity in the Tri-Valley area.

5.2. *Exclusivity:* The Board shall classify the different businesses and

professions eligible for membership in the Association. There shall be no more than one Member for each classification.

5.3. *Form of Business:* The membership may be held by a corporation, partnership, sole proprietor, or any other entity authorized to do business in California. Each business shall be represented in the Association by one of its owners, officers, managers, or executives.

5.4. *Representation:* Each membership shall be entitled to designate an Active Representative and an Associate Representative, subject to approval by the Board. Each Representative shall be one of the Member's owners, officers, managers, or executives.

5.5. *Change in Member or Representative:* Any change in the name, business organization or ownership, or business classification of a Member, and any change of the identity of a Member's Active or Associate Representative, must be approved by the Board (or by a committee designated by the Board to review such changes).

5.6. *One Class:* The Association shall have one class of Members only. The membership, voting and other rights, interests and privileges of each Member shall be equal.

5.7. *Proposal of New Members:* A new member may be proposed by any Member in good standing (the Sponsor).

5.7.1. *Publication of Proposal:* Each proposal shall be published twice to the membership at large, including the name of the proposed member, the name of the proposed Active Representative, the proposed classification, and the name of the sponsor.

5.7.2. *Membership Objection:* Any Member may object to the proposal of a new member within two (2) weeks from the date of first publication. Such objections may be made orally or in writing to the Board of Directors or a committee appointed for that

purpose. If the objection cannot otherwise be resolved, the Board shall resolve it.

5.7.3. Review: The Board (or a committee established for this purpose) shall review the membership proposal and determine whether the proposed member meets the requirements of the By-Laws and Directives, and in the event of conflicting proposals, shall determine which proposed member should be invited to become a member.

5.8. Requirements: The Board may establish minimum requirements for Members, which shall include the following:

5.8.1. Percent of Business: An applicant for membership is eligible if seventy-five percent (75%) or more of the applicant's business falls within the proposed classification.

5.8.2. Ethical Standards: An applicant must demonstrate adherence to a high ethical standard.

5.9. Membership Application Form and Fees: Upon approval by the Board or committee, a proposed member shall submit an application for membership on an approved form, accompanied by the required membership fee(s). The proposed member shall be granted membership unless the application includes new information.

5.10. Membership Rights and Responsibilities:

5.10.1. Confidentiality: Members shall hold confidential all business information emanating from the Association. All leads and referrals are confidential unless otherwise stated.

5.10.2. By-Laws and Directives: After becoming a Member of this Association and having been introduced at a regular meeting as such, each Member shall receive a copy of the By-Laws and the Directives of the Board, and shall be subject to the burdens and responsibilities, as well as the benefits provided for herein.

5.11. Meetings.

5.11.1. Weekly: Regular weekly meetings of the membership shall be held at a time, day, and place designated by the Board.

5.11.2. Annual. The President shall designate one weekly meeting in February as the Annual Meeting. At the annual meeting, the election of Directors shall take place, as well as other business deemed appropriate by the President.

5.11.3. Nominations: Nominations for election to the Board may be made by any Member at any weekly meeting in January.

5.11.4. Special: Notice of special meetings shall be mailed to each Member at least seven (7) days in advance. The notice shall state the purpose of the special meeting.

5.11.5. Quorum: Representation of two-thirds (2/3) of the Members shall constitute a quorum of the membership.

5.12. Attendance. It is the duty of every Member to be represented at all regular meetings of the Association. The failure of any Member to be represented by its Active or Associate Representative at any three (3) consecutive meetings or at a minimum of seventy-five percent (75%) of the weekly meetings during a calendar quarter, may be cause for expulsion.

5.13. Admission Fees and Dues

5.13.1. Admission Fees: Admission fees shall be fixed by the Board and shall be payable at the time application is made for membership.

5.13.2. Dues: The amount of dues, which include the weekly breakfasts, shall be fixed by the Board. New Members shall pay pro-rated dues for the balance of that quarter.

5.13.3. Payment Dates: The Board will determine the billing periods and payment dates, and the penalties for late payment.

5.13.4. Guest Expenses: When a Member desires to bring a guest, the Member shall pay the guest's expenses. A proposed member is not a guest.

6. Miscellaneous.

6.1. Non-Affiliation: The Association shall be non-partisan, non-sectional, and non-sectarian, and it shall take no part in or lend its support to the election or appointment of any candidate for public office. Its Members, as an Association, shall not support or take part in any fund raising campaigns.

6.2. Offices: The office of this Association shall be in such place or places within Alameda and/or Contra Costa counties as shall from time to time be designated by the Board of Directors.

6.3. Duration: This Association shall remain in existence until such time as the majority of its Members shall vote to disband it.

6.4. Property: No Member shall have the right, title or interest in the assets of the Association until such time as the Association may disband.

6.5. Disbanding: In case of disbanding, the remaining assets of the Association shall be distributed equally to the members in good standing.

6.6. Gender: As used in these By-Laws and in any Directives, the masculine gender will be deemed to include the feminine, and the feminine to include the masculine.

6.7. Executive Director: The Board may contract with a non-Member to act as Executive Director. The rights and responsibilities of the Executive Director shall be enumerated in the Directives and shall be consistent with the following:

6.7.1. Non-Voting: The Executive Director shall not have a vote in Association matters.

6.7.2. Duties: The duties of the Executive Director shall be delineated in the Directives.

KNOW ALL PERSONS BY THESE PRESENT:

That we, the undersigned, being all of the persons elected pursuant to the By-Laws to act as the Board of Directors of the Tri-Valley Executives' Association, hereby assent to the foregoing By-Laws, and adopt the same as the By-Laws of said corporation, as approved by the general membership at its meeting January 4, 1996.

IN WITNESS THEREOF, we have hereunto set our hands this 11th day of January, 1996.

Dave Hopkins (President)

Dave Silva

Dave Cherry

Lori Lapides

Bob Correa

Mark J. Welch

Joey Minahan