

BACA FLOAT COALITION, INC BYLAWS

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the *Baca Float Coalition, Inc.*

Section 2: The Baca Float Coalition was formed to advance the interests, ensure the welfare and safety, and protect the property values of the residents of the historical Baca Float. To do this in a way that builds upon the previous efforts of concerned individuals, citizens groups, and compliments and/or enhances the efforts of local, regional, and national agencies. We will accomplish our goals through educational and informational activities to increase public awareness, collaborative efforts, and other actions as appropriate.

ARTICLE II - MEMBERSHIP

Section 1: Application for voting membership shall be open to any resident, property owner, or business that supports the purpose statement in Article 1, Section 2, and continuing membership is contingent upon being up-to-date on annual membership dues.

Section 2: The Board of Directors shall have the right to deny, or terminate, the membership of any individual or business.

Section 3: Each voting business member of the Baca Float Coalition shall appoint one voting representative to attend the quarterly meetings.

Section 4: The Board shall have the authority to establish and define non-voting categories of membership.

Section 5: Action by members: No member of the Coalition shall make commitment for, promises to, or take actions in the name of the Coalition without prior written approval of the Board of Directors. Such requests for action to be taken shall be submitted to the Secretary in writing for presentation to the Board for consideration at the next scheduled Board meeting.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: General Membership Meetings: There shall be one general membership meeting each year. The meeting shall be convened at the beginning of each new fiscal year and upon any day decided upon by the majority vote of the Board.

Section 2: Quarterly Meetings: The date of the regular quarterly meetings shall be set by the Board of Directors who shall also set the time and place.

Section 3: Special Meetings: Special meetings may be called by the Chairperson, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members, and presented to the Secretary, may call a special meeting. Business transacted at all special meetings will be limited to the purposes stated in the notice.

Section 4: Agenda: Any member may request adding an item to the agenda by:

- a) Submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
- b) Requesting a motion by a Board Member to add an item to the general or quarterly meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote of the board.

Section 5: Quorum: The voting members present at any properly announced meeting shall constitute a quorum.

Section 6: Notice: Written notice designating the place, day and hour of the meeting and in the case of special meetings, stating the purposes for which the meeting is being called, shall be delivered not less than twenty-four (24) hours nor more than ten (10) days before the date of the meeting, to each Member entitled to vote at such meeting.

Section 7: Participation: Any general, quarterly, special or committee meeting is open to any person. All who may wish to be heard regarding any item on the agenda may be recognized by the Chair. Only voting members will be eligible to vote.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, And Composition: The Board is responsible for overall policy and direction of the Coalition, and may delegate responsibility for specific operations to the Coalition's Board Members and committees. The Board shall have up to seven, and no fewer than five, members. The board receives no compensation.

Section 2: Meetings: The Board shall meet at least quarterly, at an agreed upon time and place. Any scheduled meetings of the Board may be held without notice. Special meetings of the Board may be called at any time by no less than one-third of the serving Board Members for any purpose or purposes.

Section 3: Board Elections: Board members shall be elected by the voting members

Section 4: Board Nominations: There shall be a nominating person or committee who shall be appointed by the Board. This nominating person may recruit a committee to assist. The nominating committee shall nominate one or more eligible persons for each office to be filled and report its nominees to the Board.

Only those persons who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 5: Election Procedures: The Nominating Committee shall be responsible for nominating a slate of member representatives. Nominees selected by the Nominating Committee must be voting members of the Coalition. The election may be held by mail or e-mail in accordance with the election procedures established by the Board of Directors. Each member eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings to be filled. The nominees receiving the largest number of votes in the election shall be elected to those full term vacancies, which exist.

Section 6: Terms: All Board members shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than three two-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 7: Quorum: A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 8: Notice: An official Board meeting requires that each Board member have notice one week in advance.

Section 9: Officers and Duties: There shall be four officers of the Board consisting of a Chair, a first Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the first Board Meeting following the election.

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time and deliver to their successor all official material not later than ten days following the expiration of their term of office.

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting. Subject to the approval of the Board, the Chair shall prepare the agenda for the general and special meetings of the membership.

The **Vice-Chair** will convene and chair Board meetings in the absence of the Chair. The Vice-Chair will also chair committees on special subjects as designated by the Board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, and make financial information available to Board members. He (she) shall register the signature of the Treasurer, the Chair and the Secretary for all accounts at the bank. All checks shall bear two (2) of the four (4) signatures registered with the bank. The treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board at least once per year.

Section 10: Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members and voting members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for

excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12: Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notice of special meetings shall be sent out by the Secretary to each Board member in advance. Business transacted at all special meetings will be limited to the purposes stated in the notice.

Section 13: Action by Board members: Every decision made by a majority of the Board Members present at a meeting held at which a quorum is present shall be regarded as the act of the Coalition.

Section 14: Action without a meeting: Any action that is to be taken at a meeting of the Board may be taken without a meeting by written consent signed by all Board Members who would be eligible to vote upon such action at a meeting.

Section 15: The Board may set dues schedules for memberships.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as public education, data collection and project specific. There shall be three standing committees – Palo Parado, Santa Gertrudis, and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs report to the Board.

Section 2: The Palo Parado and Santa Gertrudis Lane Committees shall be Chaired by a member of the Board and shall have the full authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee: The Treasurer is chair of the Finance Committee, which includes up to three other voting members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are to be submitted to the Board showing income, expenditures and pending income. Required financial reports shall be submitted annually to the IRS and ACC.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII - Parliamentary Authority

Section 1: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Baca Float Coalition in cases in which they are applicable and in which they are not in conflict with these bylaws, Board Policy, or the Articles of Incorporation.

ARTICLE VIII - Limitation of Activities

Section 1: The Board of Directors, and members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purpose of the Coalition as stated in Article I Section 2.

Section 2: The Coalition or members in their official capacities shall not—directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX - DISSOLUTION

Section 1: Dissolution: In order to dissolve this Coalition, the Chair must present a resolution recommending that the organization be dissolved to the active membership. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days notice in writing is given to each member in good standing.

Section 2: Resolution: Upon adoption of the resolution for dissolution, this organization shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Organization. All assets shall be transferred to a not-for-profit organization with a similar mission statement.

ARTICLE X – INDEMNIFICATION

Section 1: Right of Indemnification: Any director, officer or member of the Baca Float Coalition, Inc, who is made a party to any action, suit or proceeding because of their acts or deeds while carrying out the lawful duties authorized by the Coalition shall be indemnified and held harmless against reasonable expenses incurred in defending against such action, suit or proceeding. This indemnification shall not apply if such director, officer or member of the Coalition named in the action, suit or proceeding is judged liable for negligence of misconduct in performing such acts or deeds.

Section 2: Right of Indemnification Not Exclusive. The foregoing right of indemnification is not exclusive of any other right to which such director, officer or member may be entitled.

Adopted by majority vote of the Coalition's Board of Directors on January 19, 2009.