

**BY-LAWS FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED
BY STATUTE OR ITS ARTICLES OF INCORPORATION, OF
ELMWOOD BUSINESS ASSOCIATION, INC. – a 501(c)6 organization**

ARTICLE 1

PURPOSE AND OFFICES

The principal purpose of the corporation is to engage in all legal and lawful activities that will enhance, promote, develop, maintain, and improve the business and residential community, both within and without the Elmwood business district, in the City of Berkeley. The principal office of the corporation in the State of California shall be located in the City of Berkeley, County of Alameda, at 2935 College Ave. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in the City of Berkeley. Any such change shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws. The corporation may have such other offices within said County and State as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERS

Section 1. CLASSES OF MEMBERS. The corporation shall have one class of members whose qualifications and rights shall be identical to each other.

Section 2. ESTABLISHMENT OF MEMBERS. Members shall be automatically included after establishing a business license with the City of Berkeley for business within the Elmwood neighborhood, coterminous with the Elmwood (C-E) Zoning District: addresses numbered from 2629 to 2648 on Ashby Avenue, 2832 to 2999 on College Ave, 2642 to 2708 on Russell Street and 2701 Webster.

Section 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a

member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Section 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held on the first (1st) Thursday in the month of April of each year at the hour of 7:00 P.M. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place within the County of Alameda, State of California as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall otherwise be at the principal office of the corporation; but if two-thirds of the members shall meet at any time and place within said County and State and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

Section 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, or by email to each member entitled to vote at such meeting, not less than five nor more than thirty days before the date of such meeting, by or at the direction of the president, or

the secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. The members present at any properly-noticed meeting shall constitute a quorum. The only matters that may be voted upon at any meeting actually attended, in person or by proxy, by less than one-third of the members are matters, notice of the general nature of which was given in the notice of the meeting.

Section 7. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided by the proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the City of Berkeley, but shall be members or officers or employees of members of the corporation.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be seven. Each director shall hold office until the next annual meeting of members and until her successor shall have been elected and qualified.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by

resolution the time and place, but within the County of Alameda, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each director at his address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The Board of Directors may, with the approval of a majority of a quorum of the Directors, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation, and contracts with third parties. The nature of any and all business to be considered in executive session shall first be announced in open session

Section 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. TELEPHONIC MEETINGS. Any action required or permitted to be taken by the Board of Directors under any provisions of law or these bylaws may be taken telephonically or via similar technology, provided all members can hear one another speaking, and provided a quorum is established and present. A written report of the action taken shall be filed with the minutes of the proceedings of the Board. Such action by verbal or written consent shall have the same force and effect as a majority vote of such Directors.

Section 9. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be

filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

Section 10. COMPENSATION. Directors, as such, shall not receive any salaries or compensation for their services, but by resolution of the Board of Directors their expenses of attendance, if any, may be allowed for their attendance at any regular or special meeting of the Board.

Section 11. ABSENCE. Any director who fails to attend a majority of meetings within any calendar year or misses any two (2) consecutive meetings without being excused by the President or a majority of the Board will be deemed to have resigned from the Board of Directors.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. ELECTION AND TERM OF OFFICE. Elected officers shall be elected annually by the Board of Directors. Each officer shall hold office at the pleasure of the Board of Directors for a term of one year or until such officer shall resign or be removed or otherwise disqualified to serve or such officer's successor shall be elected and qualified to serve.

Section 3. REMOVAL. Upon an affirmative vote of a majority of the Board of Directors present at the meeting at which the matter is voted on, any officer may be removed, and such officer's successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless otherwise specified in said notice, acceptance of such resignation by the Board shall not be necessary to make it effective

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. She shall preside at all meetings of the members and of the Board of Directors. She may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. In the absence of the president or in the event of her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors shall determine. She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her by the president or by the Board of Directors.

Section 8. SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that

purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the email address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her by the president or by the Board of Directors.

Section 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members or officers or employees of members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such

member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agents or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such

instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X

DUES

Section 1. ANNUAL DUES. A majority vote of the members (including proxies) at the annual membership meeting or such other meeting as may be called for this specific purpose, may determine the amount of initiation fee, if any, and annual dues payable to the corporation by each of its members. For the first fiscal year and until such time as they may be changed by a vote of the membership, as stated above, the annual

dues payable shall be designated as part of the City of Berkeley annual business license fee for each member.

Section 2. PAYMENT OF DUES. Dues shall be payable through each merchant's business license renewal process.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporations Law of the State of California, or an other law of said State, or under the provisions of the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

PERSONAL LIABILITY AND PROPERTY INTEREST

Section 1. Liability of Members. No member of the Association shall be personally liable and any and all creditors shall look only to the Association's assets for payment.

Section 2. Dedication of Assets. The properties and assets of this Association are irrevocably dedicated to mutual benefit purposes as set forth in the Articles of Incorporation. No part of the net earnings, properties, or assets of this Association on dissolution or otherwise, shall inure to benefit of any private person or individual, or any member or director of the Association.

Section 3. Dissolution of Assets. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to any existing nonprofit subsidiary of this Corporation or, in the absence of such an entity, to an organization dedicated to charitable purposes.

Section 4. Indemnification By Corporation Of Directors, Officers, Employees And Other Agents. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense

of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII

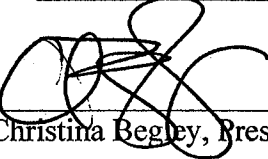
AMENDMENTS TO BYLAWS

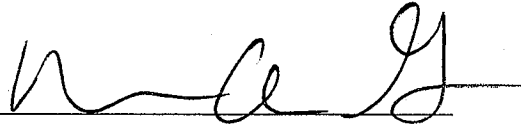
These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the members, at any regular meeting, or any special meeting where such action has been announced in the call and notice of said meeting, or by a majority of the Board of Directors at any regular meeting or at any special meeting where such action has been announced (at least fifteen days in advance) in the call and notice of said meeting.


KNOW ALL PERSONS BY THESE PRESENTS

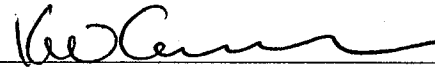
That we, the undersigned, being all of the members of the Board of Directors of this corporation, ELMWOOD BUSINESS ASSOCIATION, INC. hereby assent to the foregoing bylaws and adopt them as the bylaws of said corporation.

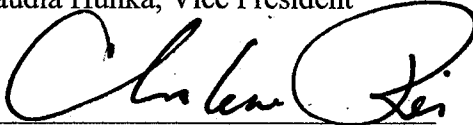
IN WITNESS WHEREOF we have hereunto signed our names this 24 day of SEPTEMBER, 2014.

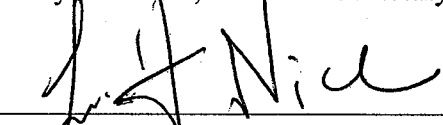

Christina Begley, President

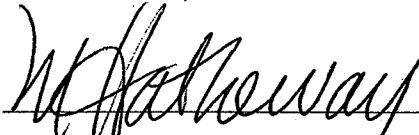

Maureen Garcia, Secretary


Claudia Hunka, Vice President


Kerry Corcoran, Assistant Secretary



Charlene Reis, Assistant Vice President


Lynn Nice, Treasurer


Melissa Hatheway, Assistant Vice President

KNOW ALL PERSONS BY THESE PRESENTS

That the undersigned as the duly elected and acting secretary of the corporation known as ELMWOOD BUSINESS ASSOCIATION, INC. does hereby certify that the above and foregoing bylaws were duly adopted by said corporation's Board of Directors as the bylaws of said corporation on the day of SEPTEMBER 24, 2014 and that they do now constitute the bylaws of said corporation.

Attest: 
Secretary