

Bylaws

Emeryville Commerce Connection

a California Nonprofit Mutual Benefit Corporation

[Adopted 12/11/2023] (Amended 02/06/2025)

ARTICLE I. PURPOSE

The **Emeryville Commerce Connection (ECC)**. The purpose of the ECC is to promote the common economic interests of its members and the commercial enterprises in Emeryville.

Specific objectives may include providing networking (BizNexus) events for the business community, acting as a resource and referral network for these businesses, including workforce development, and serving as a tourism center, promoting the City of Emeryville and its business community and other programs as determined by the Board.

ARTICLE II. OFFICES

Office. The ECC's office shall be located at such a place in Emeryville, CA, as the Board of Directors (the 'Board') from time to time determines.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person, sole proprietor, association, corporation or partnership who/which supports the purposes of the ECC may subscribe to membership in the ECC. Members agree to abide by the Bylaws and rules of the ECC.

Section 2. Classes/Tiers. There will be four (4) classes of membership: **Regular Membership, Individual Membership, Honorary Membership** and **Nonprofit Membership**. Regular Members shall be business, whether operated as a sole proprietorship, partnership, or corporation. Individual (civic) members shall be individuals, and those who may be starting up a business as a sole proprietorship. Honorary members shall be those individuals who shall have been selected by the Board for distinction in the objectives of the ECC. Nonprofit members shall be churches, arts organizations and other non-profit organizations exempt from federal taxation under section 501 (c) (3 or 6) of the Internal Revenue Code. **The Board may determine other tiers under each membership classification as deemed necessary.**

Section 3. Effective Date. Memberships shall become effective upon payment of the required fee at time of application and renew on an annual basis on anniversary date each year, or in the case of Honorary Members, selection by the Board.

Section 4. Voting Rights. Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Corporation Law and Section 13 of this Article III, each Regular, Individual and Nonprofit member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Honorary members and members who fail to be in good standing shall not be entitled to vote on any matter. Voting by proxy is not permitted.

Section 5. Exercise of Privileges. Any firm, association, corporation or partnership holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 6. Membership Fee. Each Regular, Individual and Nonprofit member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board. Within each tier of membership, there may be various categories warranting different fees.

Section 7. Termination of Membership. The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of fees, periodic dues, or assessments or for conduct seriously prejudicial to the interests of the ECC, including, without limitations, flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give written notice to the member who is the subject of the proposed action fifteen (15) days prior of the proposed expulsion, suspension, or termination and the reasons. The member may submit a written statement to the Board regarding the proposed

action not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension, or termination. A suspended member shall not be entitled to exercise any of the voting rights of a member.

Section 8. Good Standing. Any member who shall be in arrears in the payment of any installment fees, periodic dues more than sixty (60) days after their due date shall not be in good standing and shall not be entitled to vote as a member and will be subject to non-member fees for events and special programs as a non-member.

Section 9. Place of Meetings. Meetings of members shall be held at any place which may be designated by the Board.

Section 10. Annual Meeting. Annual meetings of the members shall be held in March of each year on such date and at such time as may be determined by the Board. Prior to or at this meeting membership will vote by email to re-elect and elect the board of directors.

Section 11. Special Meetings. Special meetings of members may be called at any time by the Board, the Chairperson or not less than five percent (5%) of the members. Upon request in writing to the Chairperson, the Chairperson-Elect, or the Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause written notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call the meeting may give notice.

Section 12. Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than ten (10) or more than ninety (90) days before the date of the meeting to each member entitled to notice thereof.

Section 13. Quorum. One-third (33 1/3%) of the voting power, collected by email shall constitute a quorum of members. If a quorum is present, the affirmative vote of the majority of the voting power entitled to vote, and voting on any matter, shall be the act of the members.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by a majority of the members, the activities and affairs of the ECC shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the ECC to any person or persons or committees however composed, provided that the activities and affairs of the ECC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. Until changed by amendment to the Articles by a Bylaw duly adopted by the members amending this Section 2, the Board shall be composed of five (5) to eleven (11) voting members. Directors shall be elected to serve for a term of three (3) years and until their respective successors are elected and qualified. Directors shall serve no more than two (2) consecutive terms. Installation of Directors shall be at the annual meeting of members each year.

Section 3. Selection and Election of Directors.

(a) **Nomination Committee.** By no later than fifteenth (15th) of January each year, the Chairperson shall appoint a nominating committee with at least one member of the Board. The Chairperson shall designate the committee chairperson. By no later than the third Friday of February of each year, the nomination committee shall recommend, from eligible members of the ECC, proposed nominees to stand for election to the Board. The Board shall approve a final list of nominees. The number of nominees on the final list shall not be less than the number of vacancies to be filled in the next election.

(b) **Publicity.** By no later than the first Friday of February of each year, the CEO shall, through ECC publications (digital newsletter/email), publicize the fact that the membership may nominate candidates for the Board.

(c) **Nomination.** Any eligible member may place their name, or the name of any other eligible member, in nomination, in a written (email) nomination to the CEO by no later than the second Friday of February.

(d) Ballots. By no later than the first Friday of March of each year, the CEO shall prepare and submit to the members by email a ballot or a link to a ballot with the names of all nominees. The ballot form shall specify the number of vacancies to be filled and direct each member to vote for no more than that number.

(e) Voting. All completed ballots must be received by the ECC CEO within fifteen (15) days of their emailing to the membership, or by the second Friday of March, whichever is later.

(f) Counting. By no later than the third Friday of March of each year, completed ballots shall be counted by a tellers committee of three (3) members appointed by the Chairperson. Ballots which contain votes for more than the number of vacancies to be filled, shall not be counted.

(g) Directors. The nominees receiving the highest number of votes shall be elected to fill the vacancies on the Board.

(h) Election of the Chairperson-Elect as a Director. Should the current Chairperson-Elect be standing for re-election for the following term and shall not be re-elected, he or she shall remain a Director for the term in which he or she shall also be Chairperson. Upon expiration of his or her term as Chairperson, his or her term as Director shall also expire.

(i) Replacement of Directors. Should any Director either voluntarily or involuntarily be removed from the Board, at any time after his or her election, through and including the date of completion of his or her term, the Board, shall replace such Director with an eligible member of the ECC, nominated by at least one (1) Board member, and approved by a majority of the Board. Replacement Directors shall serve out the remainder of the term of the Director being replaced.

Section 4. Qualifications of the Candidates. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of a directorship as defined in the 'Board of Directors Commitment Statement'. No Board member may serve as a Board Officer more than two (2) elected consecutive three (3) year terms. At least one (1) year must lapse after expiration of the second (2nd) three (3) year term before the member again becomes eligible for election to an Officer position on the Board.

Section 5. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the City of Emeryville which has been designated from time to time by the Board.

Section 6. Regular Meetings. At the next regular meeting following the annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Other regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson, the Chairperson-Elect, the Secretary or any two (2) Directors. Special meetings of the Board shall be held upon five (5) days' notice by email or 48- hours-notice given personally or by telephone or other means of communication determined by the Board.

Section 8. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 9 of this Article VI. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Proxies are not permitted on the Board.

Section 9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time or place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 10. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the members of the Board consent in writing (email) to such action. Such consent shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 11. Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, video screen communication including Zoom or other communication vehicle if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions or votes were made by that person and not by another not entitled to participate. Any change in participation level must be sent to the Chairperson 24 hours in advance of the meeting

Section 12. Right of Inspection. Every Director shall have the absolute right to any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the ECC. The Board may elect to keep all documents online in a secure cloud or Google Docs center for all to access.

Section 13. Committees. The Board may appoint one (1) or more committees, each consisting of one (1) or more Board members and delegate to such committees any authority of the Board except with respect to:

(a) The approval of any action for which the California Non-Profit Mutual Benefit Corporation Law requires approval of the members or approval of a majority of all members.

(b) The filling of vacancies of the Board or on any committee; the fixing of compensation of the Directors for serving on the Board or on any committee.

(c) The amendment or repeal of bylaws or the adoption of new bylaws.

(d) The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable.

(e) The appointment of other committees of the Board or its members.

(f) With respect to any assets held in charitable trust, the approval of any self-dealing transaction.

Any such committee must be created, and the members appointed, by resolution adopted by a majority of the authorized number of Directors in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by any such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of such prescription, such committee shall have the power to prescribe the manner in which proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and actions of any such committee shall be governed by the provisions of the Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting in the manner determined by the Board.

Section 14. Executive Committee. Once the ECC has more than five (5) directors, or at such time as the Board chooses, there shall be an Executive Committee, which shall consist of the Chairperson, the Chairperson-Elect, the Secretary, the Treasurer, and such other officers as may be appointed from time to time. The Executive Committee is a subcommittee of and accountable to the Board and may exercise the powers of the Board of Directors on behalf of the Board between Board meetings, except those enumerated in Section 13 (a) through 13 (f) of the Article IV, and except as otherwise provided by the Board. Such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of the Executive Committee, and all actions of the Executive Committee shall be submitted to the Board for ratification by the Board at its next meeting.

Section 15. Procedure. Meetings of the Board of Directors and of all committees shall be conducted informally. In the event, however, that a dispute arises with respect to procedural matter, it shall be resolved with reference to Robert's Rules of Order.

Section 16. Fees and Compensation. Directors and members of committees may receive reimbursement for expenses, as may be fixed or determined by the Board.

Section 17. Management. The Board shall employ a CEO and shall fix the compensation and other conditions of employment. The CEO shall manage the ECC programs office (should there be one) and employees (should there be employees) and shall be subject to the oversight and control of the Board. The specific duties of the CEO shall be set forth by the Board and shall be subject to change from time to time.

Section 18. Attendance at Meetings. A member of the Board who shall be absent from three (3) consecutive meetings of the Board shall be automatically dropped from membership on the Board unless confirmed by illness or other absence approved by a majority vote of those voting at any Board meeting.

Section 19. Advisory Council. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend meetings. Members of the Advisory Council shall possess the desire to serve the community and support the work of the ECC by providing expertise and professional knowledge.

Section 20. Definition of Member. For purposes of Sections 2, 3(a), 3(c), 3(f) and 4 of this Article IV, the term 'member' shall include select partners and employees as designated as a proxy by regular members.

Section 21. Budget. Each year the Board shall adopt a balanced operating budget. The fiscal year of this corporation shall end on December 31st of each year.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the ECC shall be Directors. They shall consist of a Chairperson, a **Vice Chair**, a Secretary and a Treasurer. The ECC may also have, at the discretion of the Board, one (1) or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise.

Section 2. Election. The officers of the ECC, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen annually by the Board and shall hold their respective offices until their term ends or their resignation or removal from service or until their respective successors shall be elected. This election will happen after the annual meeting in January and before Mar 1 of that year.

Section 3. Subordinate Officers. The Board may elect, and may empower the Chairperson to appoint, such other officers as the business of the ECC may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal or Resignation.

(a) Any officer may be removed, either with or without cause, by the Board at any time with a majority vote of the Board.

(b) Any officer may resign at any time by giving written (email) notice to the ECC Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Replacement of Officer. In the event that any officer is either voluntarily or involuntarily removed from office, the Board shall replace such officer with an eligible member of the Board, nominated by at least one (1) Board member, and approved by a majority of the Board.

Section 6. Chairperson. The Chairperson is chief elected officer of the ECC and is subject to control of the Board. The Chairperson shall preside at all meetings of the members and at all meetings of the Board. The Chairperson has such powers and duties as may be prescribed by these Bylaws or the Board. At the expiration of the Chairpersons term, the Chairperson shall remain on the Board for the remainder of his or her elected term. If the Chairperson is not re-elected to the Board at the end of their term as Chairperson, the Chairperson shall remain on the Board for one (1) additional year.

Section 7. Vice Chair. In the temporary absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall serve as the Chairperson and in such capacity shall succeed the Chairperson upon completion of his or her term. The Vice Chairperson shall be a member of the Executive Committee and shall maintain an open dialogue with the ECC staff. The Vice Chairperson shall also convene at least one (1) planning meeting of the new Board prior to it taking office.

Section 8. Secretary.

(a) The Secretary shall oversee the keeping of documents (or a book) of minutes of all meetings of the Board and its committees with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the name of those present at Board and committee meetings and the proceedings thereof. The Secretary shall oversee the keeping of, at the principal office in the State of California, the original or a copy of the ECC's Articles and Bylaws, as amended to date. The Board may determine where documents are kept online.

(b) The Secretary shall oversee the giving of notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the ECC in safe custody, and shall have such powers and perform such other duties as may be prescribed by the Board. The Secretary, with approval of the Board, may delegate some duties to the CEO.

Section 9. Treasurer.

(a) The Treasurer is the chief financial officer of the ECC and shall oversee the keeping and maintenance of adequate and correct accounts of the properties and business transactions of the ECC. The books of account shall be open to inspection by any Director at all times.

(b) The Treasurer shall oversee the deposit of all monies in the name and to the credit of the ECC with such depositories as may be designed by the Board. The Treasurer shall oversee disbursement of the funds of the ECC as may be ordered by the Board, shall oversee the rendering to the Chairperson and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the ECC, and shall have such powers and perform such other duties as may be prescribed by the Board. The Treasurer, with approval of the Board, may delegate some duties to the CEO.

ARTICLE VI. LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, Director or officer, shall be binding upon or constitute an expression of the policy of the ECC until it has been authorized, approved or ratified by the Board of Directors.

ARTICLE VII: CORPORATE RECORDS AND REPORTS

Section 1 Keeping Records. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and contact information and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 2 Annual Report. The ECC will notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). The annual report will be prepared not later than 120 days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by Corporations Code Section 8321(a).

Section 3 Transactions and Indemnifications. The ECC must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Article 7, Section 2 of these Bylaws.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or repealed by the approval of the members or by the approval of the Board; provided, however, that members must approve any action that would: (a) materially and adversely affect the rights of the members as to voting, or dissolution of membership; (b) effect or exchange, reclassification or cancellation of all or any part of the memberships; (c) authorize

a new class of membership; or (d) specify or change a fixed number of Directors or the maximum or minimum number of Directors or change from a fixed to a variable number of Directors.

ARTICLE IX. MISCELLANEOUS

Section 1. Indemnification. To the fullest extent permitted by the law, the ECC shall defend, indemnify and hold harmless any Agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the ECC's behalf. 'Agent' for this purpose shall include Directors, officers and employees.

Section 2. Insurance. The Association may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

Section 3. Interpretation. These Bylaws constitute a written agreement between the Association and its members, Directors and officers. The Bylaws should be interpreted in connection with the **California Nonprofit Corporation Law** that supplements and controls these Bylaws.

CERTIFICATE OF FOUNDING BOARD OF DIRECTORS OF The Emeryville Commerce Connection, a California Nonprofit Corporation

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the seven pages, as the Bylaws of this corporation.

Signed by: *Nasser Azimi . Scott Donahue . David Folzenlogen . Taryn Segal . Kenji Tokunaga . Christa Williams*
Amendment Signed by: *Nasser Azimi . Scott Donahue . Taryn Segal . Christa Williams*

Addendum to Emeryville Commerce Connection Bylaws Code of Conduct

As a member of the Emeryville Commerce Connection (ECC), I recognize that membership is a privilege and that a membership brings with it the responsibility to assure that all members understand and commit to the following code of conduct.

The code of conduct shall, without limitation, require members and all participants of ECC-sponsored programs to:

1. Abide by the Bylaws of the ECC and operations policies for any applicable programs of the ECC. The Bylaws serve as the governing document for all programs and will supersede all other documents.
2. Refrain from publicly disparaging the business practices of fellow members and refrain from condoning or engaging in misrepresentation or unethical practices.
3. Refrain from publicly disparaging or bullying any individual ECC member or staff, no matter the circumstances.
4. Refrain from disparaging the organization and its associated membership on the Internet, social media platforms and in print.
5. Conduct business and professional activities in a reputable manner so as to reflect positively upon the Emeryville business community and fellow ECC members.
6. Respect the reputation, profile and status of the ECC, and represent it accordingly.
7. Understand, support and promote the Mission of the ECC which is ECC is to promote the common economic interests of its members and the commercial enterprises in Emeryville and to cooperate with fellow members in the application of this Code of Conduct.
8. Respect the role of the ECC's Board of Directors, professional staff and volunteers.

I also understand that the failure to adhere to the professional and personal obligations of the Emeryville Commerce Connection, as outlined above, and defined in the ECC Bylaws, can result in the termination of my membership.

APPROVED BY: Emeryville Commerce Connection Board of Directors **DATE:** February 13, 2024.