

**BY LAWS OF THE NOE VALLEY  
MERCHANTS AND PROFESSIONALS ASSOCIATION  
(A California Nonprofit Mutual Benefit Corporation)**

**ARTICLE 1 - OFFICES**

**Section 1.01. Principal Office:** The principal office of the Noe Valley Merchants And Professionals Association, herein referred to as "the Association", shall be located in the Noe Valley Neighborhood of the City and County of San Francisco, State of California at an address to be established by resolution of the Board of Directors. The initial mailing address of the Association shall be P.O. Box 460574, San Francisco, CA 94146.

**Section 1.02. Established Address:** In lieu of a resolution by the Board of Directors, the address of the principal office of the Association shall be the business address of the President of the Association.

**ARTICLE 2 - ORGANIZATION**

**Section 2.01. Organization:** This Association is a California Nonprofit Mutual Benefit Corporation pursuant to Articles of Incorporation filed with the Secretary of State of the State of California on September 5, 1958, as No. 359828. The Association is registered as a 501(C)(4) with the Internal Revenue Service of the United States of America and Franchise Tax Board of the State of California.

**Section 2.02. History:** The Association was originally founded in the year 1923, and has gone through numerous reorganizations and name changes. It was reorganized under the name of Noe Valley Merchant's Association in 1958; however, during the 1970s the Association divided between the Noe Valley Merchant's Association and the Noe Valley Business Association, to be ultimately reunited and reorganized as the Noe Valley Merchant's and Professional's Association.

**ARTICLE 3 - PURPOSE**

**Section 3.01. Purpose:** The purpose of the Association is to engage in any lawful act or activity for which an Association may be organized under the laws of the State of California, including but not limited to the promotion, preservation and enhancement of the business community within the geographic boundaries established by the Association.

**ARTICLE 4 - BOUNDARIES**

**Section 4.01. Boundaries:** The boundaries of the Association shall be the Noe Valley Neighborhood District of San Francisco and shall include the area bounded by the Diamond Heights, Glen Park, Inner-Mission, Liberty Hill, Eureka Valley and Upper Market neighborhoods of San Francisco. More specifically by Liberty Hill, also known as 'The Hill', on the north, Guerrrero Street and Bernal Cut on the east, Fairmount Heights and Diamond Heights on the south and Twin Peaks, both mount Noe and Eureka, on the west.

**ARTICLE 5 - MOTTO**

**Section 5.01. Motto:** The motto of the Association shall be, "**Noe Valley - the heart of San Francisco.**" Said motto shall be affixed to any logo, stationary or signage of the Association.

**ARTICLE 6 - MEMBERSHIP**

**Section 6.01. Membership:** There shall be three classes of members: regular, associate and honorary.

**1) Regular Members:** Any person who conducts or manages a business or profession irrespective of form, with a business or office within the boundaries outlined pursuant to Article 4 entitled "Boundaries" is eligible for membership in the Association. Each person, firm or corporation, whether for profit or as a non-profit, doing business, who owns, rents, leases or occupies real property within the boundaries so established, is eligible for membership in the Association and shall designate one person to exercise all rights and privileges of membership.

Application for regular membership shall be submitted to the Association along with payment of the annual dues. All applications for membership will be accepted unless rejected by a majority vote of the Association members or the Board of Directors within thirty (30) days of receipt.

**2) Associate Members:** Partners, employees, or persons in the immediate family of any regular member (i.e., spouse, domestic partner or adult child) may become associate members by the sponsorship of the regular member and payment of associate membership dues. Associate members shall have the rights and privileges of membership; however, voting rights are limited to regular members or a designated representative only, as each business entity shall have only one vote.

**3) Honorary Members:** Partners, employees, or persons in the immediate family of any regular member may exercise honorary membership and will not be required to pay dues and will not be permitted voting rights.

## **ARTICLE 7 - FISCAL YEAR**

**Section 7.01. Fiscal Year:** The fiscal year of the Association shall be from January 1st through December 31st.

## **ARTICLE 8 - POLICY BOOK**

**Section 8.01. Policy Book:** The Association shall maintain a Policy Book of all standing resolutions.

**Section 8.02. Standing Resolutions:** A standing resolution is a resolution of the membership of the Association or the Board of Directors that establishes procedures, policy, rules and regulations for the conducting of the daily business of the Association.

**Section 8.03. Revocation:** All standing resolutions, as with any resolution, may be revoked by the majority vote of the membership at a duly convened general membership meeting or by a majority vote of the Directors at any duly convened regular or special meeting of the Board of Directors.

## **ARTICLE 9 - GENERAL MEMBERSHIP MEETINGS**

**Section 9.01. General Membership Meetings:** General membership meetings, i.e. regular meetings, of the Association shall be held not less than semi-annually. Notice of any such meeting shall be given to each member as determined by resolution of the Board of Directors.

**Section 9.02. Conduct of Meeting:** All meetings of the Association shall be presided over by the President, or if no such officer has been so designated, or in the President's absence, by the Vice president, or in the absence of both officers, by a chairperson chosen by a majority of the members present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Association, or in the absence of the Secretary, the presiding officer shall appoint another member to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws, with the Articles of Incorporation of the Association, or with the laws of the State of California.

**Section 9.03. Quorum:** A quorum for the transaction of business of the Association shall consist of not less than one-tenth of the members in good standing as of the date of the meeting. The business which may be transacted is that which was included in a notice of meeting sent to all members or upon motion duly made and seconded under 'New Business'. Any act done or decision made by a majority of the members present at a properly convened meeting shall be the action of the Association.

**Section 9.04. Loss of Quorum:** Members present at a duly convened meeting of the Association at which a quorum is present may continue to transact business until adjourned notwithstanding the withdrawal of enough members to leave less than a quorum if the proposed action is approved by at least a majority of the members required to constitute a quorum. A simple majority of those members present is sufficient for adjournment.

**Section 9.05. Absence of a Quorum:** In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes of the members present, but no other business may be transacted.

**Section 9.06. Social Meetings:** Social and festive gatherings of the Association membership may be scheduled, convened, or held outside the boundaries of the Association upon the majority vote of the regular members at a properly convened regular meeting of the Association or by a majority vote of the Board of Directors.

## ARTICLE 10 - DUES

**Section 10.01. Annual Dues:** The Association at a General Membership Meeting or the Board of Directors at a duly convened meeting of the Board of Directors shall have the power by resolution to set the amount of annual dues for all classes of members. Such resolution shall be entered into the Policy Book of the Association as a standing resolution. All dues shall be payable for the calendar year, except as set forth in Article 10, Section 10.03 of these By-laws. Dues Invoices shall be mailed not later than January 31st.

**Section 10.02. Loss of Privileges:** No member shall hold any office of the Association, if said member's dues are more than thirty (30) days past due. No member shall vote unless the member is a member in good standing. A member is a member in good standing, if the member's dues are paid in full. All dues are payable upon billing

**Section 10.03. Initial Dues:** Any new business joining the Association shall pay its initial membership dues on a half year basis. If a new member is joining the Association during the first half of the year, the full membership calendar year dues are payable. If the new member is joining the Association during the second half of the calendar year, dues shall be halved.

## ARTICLE 11 - VOTING

**Section 11.01. Voting Rights of Members:** Only regular members in good standing shall have the right to vote. Each business entity (irrespective of form) shall have one vote.

**Section 11.02. Proxy & Cumulative Voting:** There shall be no proxy nor cumulative voting.

## ARTICLE 12 - TERMINATION OF MEMBERSHIP

**Section 12.01. Non Payment of Dues:** Regular and associate members shall be terminated for nonpayment of dues, after notice.

**Section 12.02. Withdrawal From Boundaries:** Closing or moving a business from the boundaries of the Association may constitute grounds for termination of membership.

**Section 12.03. Termination of Associate Membership:** Associate memberships shall terminate upon the termination of the associate member's sponsoring regular member.

**Section 12.04. Termination Procedures:** The Association shall have the right to terminate membership for cause by a two-thirds (2/3rds) vote of those present and voting at a duly called and convened meeting of the membership or Board of Directors.. Procedures shall be as set forth in the California Corporation Code Section 7341 as presently adopted or subsequently amended.

**Section 12.05.. Resignation:** Any member may resign upon written notice to the President, Secretary, the Board of Directors or to the office of the Association.

**Section 12.06. No Refunds:** Dues paid by the member for the calendar year will not be refunded for any reason.

## ARTICLE 13 - BOARD OF DIRECTORS

**Section 13.01. Governing Board:** The Association shall be governed by a Board of Directors when properly convened.

**Section 13.02. Number:** The authorized number of directors shall be no less than nine (9) and no more than 15, with the exact number to be fixed by the Board of Directors, on motion passed at a duly convened meeting of the Board of Directors, or by the President of the Association, if the Board of Directors fail to act.

**Section 13.03. Qualification and Compensation:** Directors must be regular members of the Association and shall serve without compensation.

**Section 13.04. Election and Term:** Directors shall be elected for staggered terms prior to the first semi-annual General Membership Meeting of the Association, and each shall be elected for a term of three years, taking office on January 1st, or as soon thereafter as the election is conducted, and continuing until December 31st of the third year or until their successors are elected and installed. The election of directors shall be conducted at a duly convened meeting of the sitting Board of Directors and shall be elected by a majority vote. Candidates for director may be nominated by the Nominating Committee or by petition signed by at least three (3) members of the Association or by any two Directors or by the President of the Association.

**Section 13.05. Termination:** Any Director's term shall be terminated: 1) for non-payment of dues; 2) upon withdrawal of the qualifying business from the Association's boundaries; 3) upon termination of membership under any circumstances or 4) upon written notice of resignation submitted by the Director to the President, Secretary, Board of Directors or to the office of the Association.

**Section 13.06. Vacancies:** All vacancies due to resignation, termination or inability to serve on the Board of Directors shall be filled by the President of the Association, subject to confirmation at the following duly convened Board of Directors meeting.

**Section 13.07. Duties of Directors:** Each Director, if not an officer of the Association, in addition to serving as a Director of the Association, shall assume the chair of at least one of the various Association committees, sub-committees, or representative positions.

## ARTICLE 14 - POWERS OF THE BOARD OF DIRECTORS

**Section 14.01. Authority:** The activities and affairs of the Association shall be conducted and all Association powers shall be exercised under the authority of the Board of Directors, unless specifically set forth to the contrary in these By-laws.

**Section 14.02. General Powers:** The general powers of the Board of Directors in meeting shall include, but are not be limited to, the following:

- 1) To elect, appoint or remove officers or to accept resignations and to prescribe their duties, not inconsistent with these By-laws, the Articles of Incorporation or of the laws of the State of California;
- 2) To establish the exact number of members of the Board of Directors within the limits of Article 13;
- 3) To set the annual membership due for the calendar year and make policy, rules, regulations, resolutions and to take any authorized action, not inconsistent with these By-laws, the Articles of Incorporation or the laws of the State of California;
- 4) To authorize and allocate the payment of all funds in accordance with Article 22.
- 5) To appoint or terminate an appointment of an executive secretary and such other agents or employees as are deemed necessary and to delegate to such executive secretary, employees and agents such tasks and authority as the Board of Directors deems necessary in the management of the affairs of the Association or to accomplish its aims and purposes, and to fix just and fair compensation for such executive secretary, employees or agents;
- 6) To establish the number of Vice Presidents and allocate the duties of each.
- 7) To allocate, at its discretion, the Office of Secretary between that of a Recording Secretary and Corresponding Secretary.
- 8) To change the location of the principal office for transaction of business of the Association within the boundaries set forth in Article 4 - Boundaries of these By-laws and designate the place within said boundaries for holding any regular and special meetings of the Board of Directors or the Association.
- 9) To delegate any additional authority to the President, as is necessary, to act in the absence of the Board of Directors in meeting or in the interim between meetings of the Board of Directors which is beyond any authority presently set forth in these By-laws.
- 10) To establish a Policy Book of all standing resolutions in accordance with Article 4 of these By-laws.
- 11) To establish a Calendar of Events and Activities, Schedule of Meetings, Listing of Directors and Officers and a Budget of Expenditures for the current year at the first quarterly meeting of the calendar year of the Board of Directors or as soon as possible thereafter.

## ARTICLE 15 - BOARD OF DIRECTOR'S MEETINGS

**Section 15.01. Regular Meetings:** Regular meetings of the Board of Directors shall be held not less than quarterly, and at any place within the boundaries of the Association that has been designated from time to time by the Board of Directors or by the President when the Board of Directors has not made such a designation.

**Section 15.02. Special Meetings:** Special meetings of the Board of Directors may be called by the President, any two officers or any three members of the Board. Notice of such special meeting shall be given to each director a minimum of four (4) days in advance of the meeting if such notice is given by first class mail or may be given a minimum of forty-eight (48) hours in advance of the meeting if hand delivered or personally by telephone or fax or e-mail. The Notice must contain the agenda and the specific purpose for which it was given.

**Section 15.03. Conduct of Meeting:** All meetings of the Board of Directors shall be presided over by the President of the Association, who shall also serve as President of the Board of Directors, or if no

such officer has been so designated, or in the President's absence, by the Vice President, or in the absence of both officers, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board of Directors, or in the absence of the Secretary, the presiding officer shall appoint another director to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the By-laws, the Articles of Incorporation of the Association, or the laws of the State of California.

**Section 15.04. Quorum:** A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than twenty-five (25%) percent of the duly serving directors in good standing.

**Section 15.05. Loss of Quorum:** The directors present at a duly called meeting of the Board of Directors at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the directors required to constitute a quorum.

**Section 15.06. Absence of a Quorum:** Without a quorum present no meeting may be convened and no business may be transacted, except as provided in these By-laws.

**Section 15.07. Meeting by Telecommunication:** Directors may participate in any meeting of the Board of Directors through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another, can communicate freely through give and take conversation and all Directors participating shall be deemed to be present at such a meeting. All Directors participating in such communication shall be deemed present for qualifying the quorum requirement.

**Section 15.08. Proposed Action Without a Meeting:** Any action required or permitted to be taken by the Board of Directors at a meeting of the Board may be taken without a meeting if eighty (80%) percent of all members of the Board, collectively, consent in writing to such action and thereby be enforceable and constitute a proper act of the Board of Directors.

The action proposed must be moved by at least three Directors, and if in the discretion of the President the proposed action is so urgent that the procedure for a Special Meeting is inadequate due to time restraints; then the President shall give a "Notice of Proposed Action Without a Meeting" to all Directors.

The Notice of Proposed Action Without a Meeting and the proposed action, i.e. motion to be resolved, shall be set forth and communicated to all Directors on the President's email and if such email is not available, then on an email address established by resolution of the Board of Directors in ordinary session or for those members without access to email communications by personal delivery.

Upon accomplishing such notice, a vote may be taken by way of the said email or in writing by those Directors without email access. The President shall be required to vote. The favorable vote of eighty (80%) percent of all Directors must be cast in order for the motion to be enforceable and constitute a proper act of the Board of Directors.

## ARTICLE 16 - OFFICERS

**Section 16.01. Number:** The authorized number of officers shall be not less than four (4) and not more than six (6), with the exact number to be fixed by the Board of Directors within the limits and in the manner provided in these By-laws.

**Section 16.02. Officers:** The officers of the Association shall be a president, one or more vice presidents, one or two secretaries and a treasurer. No one person shall concurrently serve as both president and either secretary or treasurer.

**Section 16.03. Nomination and Election:** Candidates for officers of the Association may be nominated by the Nominating Committee or by petition signed by at least three members of the Association or by any two Directors or by the President of the Association.

**Section 16.03. Election and Term:** Officers shall be elected annually by the Board of Directors by a majority vote of the Directors present and voting at the first quarterly meeting of the Board of Directors. Officers shall be members of the Association, shall serve without compensation and shall serve from January 1st through December 31th of each year or until their successors are duly elected and installed.

**Section 16.04. Termination:** Any Officer's term shall be terminated for non-payment of dues, upon withdrawal of the qualifying business from the Association's boundaries, upon termination of membership under any circumstances or upon written notice of resignation submitted by the Officer to the President, Secretary, Board of Directors or to the office of the Association.

**Section 16.05. Vacancies:** During the interim between meetings of the Board of Directors, all vacancies due to resignation, termination or inability to serve of any officer, except for the President, shall be filled by the President of the Association, subject to confirmation at the following duly convened Board of Director's meeting.

## ARTICLE 17 - DUTIES OF OFFICERS

**Section 17.01. President:** The President is the Chief Executive Officer of the Association and chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and the Association. The President shall only vote in the case of a tie, except as otherwise set forth in these By-laws. The President shall have and exercise general charge and supervision of the affairs of the Association, shall perform all duties as set forth in these By-laws, and shall do and perform such other duties as may be assigned by the Board of Directors or the Association.

The President's duties include, but are not limited to, the following:

1) The President shall fill all vacancies to the Board of Directors or the position of officers of the Association during the interim between meetings of the Board of Directors. All such appointments shall be subject to confirmation by the Board of Directors at the Board Meeting following such appointment.

2) The President shall sign, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and may affix the seal of the Association upon signing, if available.

3) The President shall at his or her sole discretion or at the direction of the Board of Directors establish such committees and appoint all chairpersons to facilitate the purpose of the Association as set forth in Article 3 of these By-laws.

4) The President shall serve as the agent for service of process for the Association.

5) The President shall be an ex-officio member of all committees, except the Nominating Committee.

6) The President shall serve as an ex-officio representative, delegate, or liaison to all organizations, whether named herein or not.

7) If an executive secretary position is authorized by the Board of Directors in accordance with Article 14 - Section 14.02.4; then the actual hiring and appointment shall be subject to the President's approval and recommendation and then confirmed by the Board of Directors.

**Section 17.02. Vice President:** The Vice President, at the request of the president or in the event of the president's absence or disability, shall perform the duties and possess and exercise the powers of the President to the extent authorized by law and these Association By-laws.

The Vice President shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the office by the President, Board of Directors or the Association.

If there should be more than one vice president, they shall be designated First Vice President; Second Vice President, etc., and shall serve in succession.

**Section 17.03. Secretary:** The Secretary shall have charge of all books, documents and papers of the Association and shall have the custody of the corporate seal if there were a corporate seal. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and the Association.

The Secretary's duties include, but are not limited to, the following:

1) The Secretary shall maintain a current Association Membership List of the names of the Directors and members, showing their business name, place of business, proper address for the mailing of the notice of meetings, phone number and if appropriate fax number and email address;

2) The Secretary shall record the minutes of all meetings of the Association and shall present the minutes for approval at every meeting of the Board of Directors or general membership meeting of the Association;

3) The Secretary may sign with the President, or in the absence of the President the Vice President or duly named alternate, in the name and on behalf of the Association, any contracts, checks or other documents in accordance with Article 24 of these By-laws, and may affix the seal of the Association upon signing, if available; and

4) The secretary shall perform all of the duties incident to the office of secretary as set forth in these By-laws and in general perform all the duties incident to the office of secretary subject to the control and direction of the Board of Directors or the President.

The Board of Directors may allocate the office of secretary between that of a Recording Secretary and Corresponding Secretary.

If the Board of Directors resolves to create an executive secretary position, then the Board of Directors may alter, modify, amend or change the duties of Secretary by resolution at a duly convened meeting of the Board of Directors.

**Section 17.04. Treasurer:** The Treasurer shall have the custody of all funds and securities of the Association, subject to such regulations as may be imposed by the Board of Directors.

The Treasurer's duties include, but are not limited to, the following:

1) The Treasurer may endorse on behalf of the Association for collection checks, notes and other obligations and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate, or cause such funds to be endorsed and deposited, shall make such payments or cause such payment to be made as may be necessary and proper, shall keep the books and accounts of the Association;

2) The Treasurer may sign with the President, or in the absence of the President the Vice President or the duly named alternate, in the name and on behalf of the Association, any contracts, checks and other documents in accordance with Article 24 of these By-laws;

3) The Treasurer shall mail Dues Invoices for the current calendar year not later than January 31st and all subsequent (delinquent) billings as is appropriate or determined by the Board of Directors or the President;

4) The Treasurer shall maintain an Association Membership List of members in good standing, as well as those in arrears and shall keep the Secretary informed of the status of such lists;

5) The Treasurer shall exhibit such books to any Director upon reasonable request;

6) The Treasurer shall prepare and file with the Secretary of State the annual corporate Statement of Information and any other forms, returns or reports required by any government authority;

7) The Treasurer shall present a Treasurer's Report for approval at every meeting of the Board of Directors and general membership meeting of the Association, and shall prepare the Annual Report in accordance with Article 21 of these By-laws;

8) The Treasurer shall serve as the chairperson of the Membership Committee in accordance with Article 18, Section 18.04 of these By-laws; and

9) The Treasurer shall in general perform all the duties incident to the office of Chief Financial Officer, as set forth in these By-laws, subject to the control and direction of the Board of Directors or the President.

## ARTICLE 18 - COMMITTEES

**Section 18.01. Standing Committees:** The Standing Committees of the Association shall be 1) a Nominating Committee and 2) a Membership Committee.

**Section 18.02. Nominating Committee:** The nominating committee shall consist of not less than one nor more than five members. The nominating committee shall recommend members and nominate members for election to the positions of Directors and Officers of the Association to be held at a time designated by the Board of Directors, prior to the regular annual General Membership Meeting of the Association for the position of Director and prior to the third quarterly meeting of the Board of Directors for the officer positions. Directors and Officers shall be elected in the month of December or as soon thereafter.

**Section 18.03. Membership Committee:** The Treasurer of the Association shall serve as chairperson of the Membership Committee. The committee shall be established for the purpose of assisting the Treasurer in all matters concerning the payment and collection of dues and the enrollment of members. The Membership Committee shall establish a procedure for the monitoring and greeting of all new businesses within the boundaries of the Association and the solicitation and welcome of all new members.

**Section 18.04. Additional Committees:** The President or the Board of Directors may create such other committees, set forth the designated purpose, name the chairperson and appoint such members to such committee as is necessary to facilitate the operation of the committee and goal of the Association. Any such committee shall be created and conducted in accordance with committee's purpose and limitation set by the Board of Directors or the President, the By-laws, and the provisions of the California Nonprofit Mutual Benefit Corporation Law (Section 7212), and shall have authority to act within the scope of its designated purpose. Additionally, all acts of such committees are subject to confirmation by the President.

**Section 18.05. Appointment and Quorum:** Committee members shall be appointed by the President and shall serve for the calendar year or until the replacement and successors are appointed. All committee chairpersons shall serve at the discretion of the President. A quorum for the transaction of business shall constitute a majority of the members of the committee.

**Section 18.06. First Choice:** The chair of all committees shall first be offered to the Directors of the Association.

**Section 18.07. Ex-officio Member:** The President shall serve as an ex-officio member on all committees with the exception of the nominating committee.

## ARTICLE 19 - REPRESENTATIVES

**Section 19.01. Council of Neighborhood District Merchant Associations:** As a dues paying member of the Council of Neighborhood District Merchant Associations, the Association shall send a delegate to all meetings. The delegate shall represent the Association's interests and to give a report to the President and at the next regularly called meeting of the Board of Directors or Association whichever occurs first.

**Section 19.02. Appointment:** The President or the Board of Directors may appoint such representatives as are necessary to facilitate and represent the interests and will of the Association. Any such representative shall have the authority of the Board, subject to confirmation by the President, and shall act in

accordance with any instructions or limitation set by the Board of Directors or the President, these By-laws, and the Articles of Incorporation. Any such Representative shall serve at the discretion of the President.

**Section 19.03. Representatives:** The appointment of the Association's Representatives may include representatives, delegates or liaison to:

- 1) The Noe Valley Association, *A Community Benefit District*;
- 2) San Francisco Small Business Commission;
- 3) Small Business Network;
- 4) San Francisco Chamber of Commerce;
- 5) San Francisco Convention and Visitor's Bureau;
- 6) Coalition of Neighborhood Associations;
- 7) Friends of Noe Valley;
- 8) Neighborhood Police Community Boards;
- 9) Any organization or government department, division, bureau or agency considered by the President or the Board of Directors to warrant representation; or
- 10) Representative-at-Large and an Alternate.

**Section 19.04. Purpose and Authority:** The representative, delegate, or liaison shall attend the organization's meeting regularly, shall endeavor to express the will of the Association as expressed in regular meetings, through the Board of Directors, or by the President, and shall make a report at the next regularly called meeting of the Association or Board of Directors whichever occurs first.

**Section 19.05. Representative-at-Large:** The Representative-at-Large or Alternate shall attend all emergency meetings of any organization or government entity meeting, hearing or open forum, where the regularly appointed representative is unavailable or no representative is named, and shall endeavor to express the will of the Association as expressed in regular meetings, through the Board of Directors, or by the President, and shall make a report at the next regularly called meeting of the Association or Board of Directors whichever occurs first.

**Section 19.06. First Choice:** The President or the Board of Directors shall appoint the appointed Representatives; however, only after giving first choice to the Directors of the Association.

**Section 19.06. Ex-officio Representative:** The President shall serve as an ex-officio representative, delegate, or liaison to all organizations, whether named herein or not.

## ARTICLE 20 - ASSOCIATION NEWSLETTER

**Section 20.01. Official Publication:** The Association Newsletter shall be the official publication of the Association.

**Section 20.02. Publication:** The Association Newsletter shall be published and distributed to the membership at least five days prior to any general membership meeting of the Association and to the Directors at least five days prior to any regular meeting of the Board of Directors and shall serve as the appropriate notice, informational source and posting of the agenda for the next scheduled meeting.

**Section 20.03. Format:** The format and content, other than the notice of meeting and the posting of the agenda, shall be left to the discretion of the President or the Board of Directors.

## ARTICLE 21 - ASSOCIATION WEB-SITE

**Section 21.01. Web-site:** The web-site of the Association shall be [www.No Valley Merchants.com](http://www.No Valley Merchants.com). The Association owns this domain and it shall be maintained with the format

and content left to the discretion and/or approval of the Board of Directors or the President if the Board of Directors fails to act.

## ARTICLE 22 - ANNUAL REPORT

**Section 22.01. Annual Report:** The Treasurer shall prepare an annual report, unless exempted by California law, no later than 120 day after the close of its fiscal year which shall contain in appropriate detail the following:

- 1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- 2) Any information required by the California Nonprofit Mutual Benefit Corporation Law.
- 3) A statement of the location of the Association membership list.
- 4) A report required by this article shall be accompanied by certification by independent accountants, or, if there is not, then a certificate executed by the Treasurer that such reports were prepared by the Treasurer without audit from the books and records of the Association.

**Section 22.02. Receipt:** Each member shall have the right to receive a financial annual report. Upon written request of a member the Treasurer shall promptly mail the most current annual report to the requesting member.

## ARTICLE 23 - ALLOCATION OF FUNDS

**Section 23.01. Authorization:** The authorization for payment of all funds shall be allocated by the Board of Directors at a duly convened meeting of the Board, unless specifically set forth to the contrary in these Association By-laws.

**Section 23.02. Allocation of Funds:** The payment of all funds, except as set forth in Section 23.03. shall be approved by the Board of Directors whether it be by a resolution for a specific item or as set forth in a resolution of an Annual Budget of approved allocations.

**Section 23.03. President's Authority:** The President of the Association shall have the authority and power to authorized payment of any budgeted item(s) and shall have the authority and power to authorize and allocate payment of any expenses, bills, fees. or other obligations, on an item by item basis, if such expense, bill, fee or stated obligation is not more than Five Hundred (\$500.00) Dollars and No Cents or for a higher or lesser amount that may be authorized by resolution of the Board of Directors.

## ARTICLE 24 - SIGNATURE

**Section 24.01. Signatures:** The President shall determine the method and designate the signatory officer or officers or other member or members to execute any corporate instrument or document, or to sign the Corporation's name without limitation, except where otherwise provided by these By-laws, and such execution or signature shall be binding upon the Association.

**Section 24.02. Number of Signatures:** Unless otherwise specifically determined by the Board of Directors or otherwise required by these By-laws, formal contracts of the Association, promissory notes, any Association instruments, certificates of shares of stock owned by the Association, and Association bank checks and account withdrawals shall be executed, signed or endorsed by these two officers of the Association, the President (or the Vice President in the President's absence, or other member or members so designated by the Association President), and by the Treasurer or Secretary of the Association.

**Section 24.03. Execution:** The signatories shall only execute payment for those items, expenses or obligations that have been authorized by the Board of Directors or the President in accordance with Article 24 above.

## ARTICLE 25 - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

**Section 25.01. Prohibition:** No member, Director, officer, employee, or other person connected with the Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the Association in effecting any of its duly authorized purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## ARTICLE 26 - INDEMNIFICATIONS

**Section 26.01. Indemnification:** The Association shall have the power to indemnify any agent of the Association to the full extent allowed, and within the limitations imposed, by the California Nonprofit Public Benefit Corporation Law.

## ARTICLE 27 - MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

**Section 27.01. Books and Records:** The Association shall keep adequate books and records of account and minutes of the proceedings of the Association, the Board of Directors and committees of the Association. The accounting books, records, and minutes of the proceedings of the Association, the Board of Directors and committees shall be kept at such place or places designated by the Board of Directors or the President, or, in the absence of such designation, at the principal office of the Association.

**Section 27.02. Inspection:** Every member shall have the right at any reasonable time during ordinary business hours to inspect all books, reports, minutes, records and documents of every kind and the physical property of the association.

**Section 27.03. Authorized Representative:** Any inspection provided for under this article may be made in person, or by an agent or attorney duly authorized in writing.

**Section 27.04. Copy:** The right to inspection shall include the right to copy and make extracts of all Association books, reports, minutes, records, and documents inspected.

## ARTICLE 28 - AMENDMENTS

**Section 28.01. Board of Directors - Super Majority Vote:** Subject to any provision of law applicable to the amendment of By-laws of a nonprofit mutual benefit corporation, these By-laws, or any of them may be altered, amended, or repealed and new By-laws adopted by approval of a two-thirds (2/3rd) super majority action of a duly convened sitting Board of Directors of this Association with the President exercising a vote, provided that the proposed amendment has been included in the notice of the meeting at which such action to amend is proposed to be taken, a quorum is present during the vote, and provided that such amendment does not change items which may only be changed by the action of members of the Association at a General Membership meeting.

**Section 28.02. Membership Action Required:** Action of members of the Association at a General Membership meeting of the Association is required to amend the By-laws if the By-laws would:

- 1) Change the authorized number of directors;

- 2) Alter quorum requirements for Membership or Board of Directors' meetings.
- 3) Repeal, restrict, create or expand proxy rights of members.
- 4) Amend or repeal a provision concerning the prohibition of cumulative voting rights of members.

**Section 28.03. Special Requirements for Members:**

1) **Mailing requirement:** If an amendment requires a vote by the membership, in accordance with this Article, Section 23.02, said amendment shall be mailed to the membership at least 10 days in advance of the scheduled vote on such amendment.

2) **Super majority of membership:** The By-laws may be altered, amended, or repealed and new By-laws adopted by approval of two-thirds (2/3rds) super majority vote of the members present at the duly convened General Membership meeting, provided a quorum is present during the vote.

**ARTICLE 29 - DISSOLUTION**

**Section 29.01. Prohibition:** No Association member shall be entitled to share in the distribution of any of the Association assets upon the dissolution of Association.

**Section 29.02. Dissolution of Association:** The Association may voluntarily dissolve itself by a two-thirds (2/3rds) super majority of the membership voting in favor of dissolution at a duly convened General Membership Meeting of the Association after full and complete disclosure of the Notice of the Motion for Dissolution has been given to the General Membership along with the Notice and Agenda of said meeting. Upon dissolution, whether voluntary or involuntary, of the Association and after the payment of all of the Association's creditors, any remaining assets of the Association shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

**Section 29.03. Voluntary Dissolution:** Upon voluntary proceedings for dissolving the Association by the members of the Association at a General Meeting of the Association, the Board of Directors shall continue to act as a board and shall have full powers to wind up and settle its affairs, both before and after filing of a certificate of dissolution. The Association, as a corporation, shall cease to conduct its activities, except to the extent necessary for the beneficial winding up thereof, to the extent necessary to carry out its purposes and except during such period as the Board of Directors may deem necessary. The Board of Directors shall cause written notice of the commencement of the proceeding for voluntary winding up to be given by mail to all members, if any, to all known creditors and claimants whose addresses appear on the records of the Association.

**ARTICLE 30 - ADOPTION**

**Section 30.01. Passage:** The By-laws of the Noe Valley Merchants and Professionals Association in extant are hereby deleted in their entirety, and replaced with the By-laws set forth above. Said By-laws shall have full force and effect upon a majority vote of the membership at a duly convened General Meeting of the Association, in accordance with ARTICLE 20 - AMENDMENTS, Sections 20.01, 20.02 and 20.03 of the By-laws extant.

**CERTIFICATION**

The undersigned, President and Secretary of the Association, hereby certifies that the foregoing is a true and correct copy of the By-laws of the Association as approved by the membership at a duly convened General Meeting of the Association on \_\_\_\_\_ 2010.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Robert T. Roddick, President

\_\_\_\_\_  
Ranny Viquez, Secretary