

**BY-LAWS, RULES AND REGULATIONS  
PLACERVILLE DOWNTOWN ASSOCIATION**

Revised March 2011

**1 NAME AND OBJECT**

- 1.1 The name of this corporation shall be: **PLACERVILLE DOWNTOWN ASSOCIATION.**
- 1.2 The object of the corporation shall be those set forth in its Articles of Incorporation. This corporation is organized and operated exclusively for civic purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code.

**2 ADMINISTRATION**

- 2.1 The affairs of this corporation shall be administered by a Board of Directors consisting of sixteen (16) members.
- 2.2 The members shall serve two year terms. After serving two, 2 year terms, and vacating post for one year, member can serve another two year term.
- 2.3 Members of the Board of Directors shall be elected from members of this corporation.
- 2.4 Nominations of said directors shall be held at the October meeting of the regular members of this corporation. Election to be complete before the November meeting of the Executive Board.
- 2.5 Should any director leave office before the end of his or her term, the Board of Directors, by a two-thirds majority vote, shall appoint a director to serve out the remainder of the vacated term. The immediate past President shall remain in an ex-officio advisor to the Board of Directors for one year.
- 2.6 Any officer or Board member can be removed by a two-thirds majority vote.
- 2.7 Only one member per business can be elected to the Board.

**3 OFFICERS**

- 3.1 The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Directors. Terms shall be one year. Nominations and election of officers shall take place at the first meeting after the Board of Directors election. The Board of Directors will nominate and vote for Executive Board officers.
- 3.2 **PRESIDENT** – The President of the Board shall preside over all meetings of the Board of Directors. He/she shall also have such other powers and perform such other duties as may be required of him/her, from time to time, by the Board of Directors. He/she may also appoint such committee or committees as he/she may be authorized to appoint by the Board of Directors, from time to time, and define the duties of such committees. He/she shall be elected and be a regular member of the Board of Directors in good standing for one year. He/she shall act as the spokesperson of the Board of Directors. He/she shall vote only in case of tie.
- 3.3 **VICE-PRESIDENT** – The Vice-President shall perform all the duties and have all the powers of the President. He/she shall also have such other powers and perform such other duties as shall be assigned to them by the directors. The Vice-President shall be elected from and be a regular member of the Board of Directors.
- 3.4 **SECRETARY**
  - 3.4.1 **Secretary** – The Secretary shall keep a record of the proceedings of the Board of Directors. He/she shall keep the corporate seal and make proper entries in the books of the corporation. He/she shall serve all notices required by law or the By-laws of the corporation and in case of his/her absence, refusal or inability to act, his/her duties may

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be performed by any person whom the Board of Directors may direct. The Secretary shall be a member of the Board of Directors.

- 3.4.2 **Assistant Secretaries** – There may be one or more Assistant Secretaries. They shall perform all of the duties and exercise all the powers of the Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

Records are defined as: minutes of meetings, preparation of agendas, preparing ballots, preparing of correspondence and any other to be assigned by the Board of Directors.

- 3.5 **TREASURER** – The Treasurer shall keep and maintain or shall cause to be kept and maintained, adequate and correct books and records of the account for the corporation. The Treasurer shall be responsible for all monies due and payable to the Corporation, have charge and custody of, and be responsible for deposit of such monies in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or be responsible for the disbursement of, the funds of the Corporation as ordered by the Board of Directors or a duly appointed and authorized committee of the Board of Directors. The Treasurer shall render to the Executive Committee and the Board of Directors a statement of the financial condition of the Corporation at every regularly scheduled meeting. In consultation with the Executive Committee, the Treasurer shall prepare an annual budget for the ensuing fiscal year to be presented to the Board for adoption. The Treasurer shall exercise such powers and perform such duties as are usually vested in the office of the Chief Financial Officer of a corporation, and exercise such powers and perform such other duties as may be prescribed by the Board of Directors of these by-laws. The Treasurer and/or Marketing Director shall prepare a budget to be approved by the Board of Directors at the first meeting.

#### **4 POWERS OF DIRECTORS**

- 4.1 **General Powers of Directors** – The Board of Directors shall have the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these by-laws, may exercise all the powers of the corporation.
- 4.2 **Compensation of Directors** – Directors shall not receive any compensation for their service as directors.
- 4.3 **Meetings of Directors** – All meetings of the Board of Directors shall be open to members of the association and general public except for closed door sessions concerning personnel or other matters as permitted by California law.
- 4.4 **Board Attendance** – Any Director who shall miss two consecutive meetings of the Board, or five within a twelve-month period without good and sufficient reason may, at the discretion of the Board, be removed from office.

#### **5 COMMITTEES**

- 5.1 Board members must each serve on at least two committees.
- 5.2 Each event shall have a committee with the Chairperson to be determined by the President and chosen from volunteers. In conjunction with the Marketing/Promotion person they are

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responsible for planning and execution of the event within the budget. All expenses above approved budget must be authorized by the Board of Directors.

- 5.3 Each Committee shall have as chairperson a member of the Board of Directors of the association who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year, commencing at the time of the annual membership meeting.
- 5.4 The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, or the President or Vice-President may upon authority conferred upon him/her by the Board of Directors, designate and appoint any committee or committees on any subject within the powers of the corporation. Such committee or committees shall have power to exercise such duties or to perform such services as may be prescribed from time to time, by the Board of Directors and/or by the President or Vice-President, upon authority conferred upon him/her by the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time, by resolution adopted by the Board of Directors, including, without limitation, an Executive Board, which shall consist of the President, Vice-President, Treasurer and Secretary and which shall, to the extent provided in said resolution have and exercise the authority of the Board of Directors in the management of the association.
- 5.5 Each committee shall keep regular minutes of their proceedings and report the same to the Board when required.

**6 ASSOCIATION**

- 6.1 The Association shall undertake its activities within that geographic area indicated on the attached map (Exhibit A). The Executive Board is responsible for the day to day operation of the Association. They determine the agenda for the regular monthly meeting and any other meetings.

**7 MEMBERSHIPS**

- 7.1 The classes of member of the association shall be as follows:
  - 7.1.1 **Regular members** – every person, firm or association doing business at a location within the geographic boundaries of the district.
  - 7.1.2 **Member-elect** – The Board of Directors
- 7.2 Dues are collected by the City of Placerville via business license tax.

**8 ANNUAL MEETINGS OF MEMBERS.**

- 8.1 There shall be an annual meeting of the regular members of this corporation to be held in the City of Placerville, County of El Dorado, State of California on the first Thursday of November of each year or on a date selected by the Board of Directors within the first week of October.
- 8.2 No change of the time or place for an annual meeting of regular members of this corporation shall be made within two weeks prior to the date set for the next annual meeting of said members.
- 8.3 Nominations will be done by the November meeting. Voting will be done at the November meeting. Nominations will be made by existing Board members.
- 8.4 At each annual meeting, each regular member shall be entitled to one vote for each vacancy on the Board of Directors. The Board of Directors shall provide for ballots for election purposes. No proxy voting is allowed.
- 8.5 At each annual meeting the outgoing President shall preside and introduce new board members.

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- 8.6 A quorum of the Board of Directors shall consist of nine (9) members.
- 8.7 Executive Board meetings shall be held one time per month. Any Board members can attend Executive Board meetings.
- 8.8 Notice of the calls for any annual or special meeting of the regular members of the corporation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each regular member not less than five (5) days prior to the date of the holding of such meeting.

**9 LIABILITY OF MEMBERS**

- 9.1 No member of this corporation, either regular or otherwise, shall be personally liable for any of the debts, liabilities and/or obligations of this corporation.

**10 DONATIONS**

- 10.1 This corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors, subject only to the laws of the State of California regulating non-profit corporations and applicable provisions of the I. R. C.

**11 MISCELLANEOUS PROVISIONS**

- 11.1 **Corporate Seal** – The corporate seal of the corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.
- 11.2 **Principal Office** – The principal office shall be established and maintained in the City of Placerville, County of El Dorado, State of California.
- 11.3 **Other Offices** – Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.
- 11.4 **Checks, Drafts, Notes** – All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by at least two Executive Officers.
- 11.5 **Notice and Waiver of Notice** – Whenever any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these by-laws may be waived by the persons entitled thereto.
- 11.6 Requests for any financial help or donation must first be presented at the Executive Board Meeting for approval to be placed on the agenda of the monthly meeting of the Board of Directors.
- 11.7 Any campaign, event or promotion involving fees must conform to a set fee schedule. Any discounts or waiver of fees must be approved by the Board of Directors.

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**12 FISCAL YEAR**

12.1 The calendar year of this corporation shall be from January 1 through December 31 of each year.

**13 AMENDMENTS**

13.1 **Amendment of by-laws** – The regular members, by the affirmative vote of a majority of such members, or the directors, by the affirmative vote of a majority of the directors, may at any regular Board meeting amend these by-laws or any policies adapted pursuant to them, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.

**14 LEGISLATION AND CAMPAIGN PROHIBITIONS**

14.1 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any propaganda. No candidate endorsements are allowed. Positions on measures or propositions are to be limited to business issues that directly impact the Association.

**15 FINANCES**

15.1 Within 60 days of the election of the Board of Directors each year, the Board shall approve the association's budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

**16 INDEMNIFICATION**

16.1 This corporation has the power to indemnify any agent of the corporation to the full extent allowed, and within the limitations imposed, by the California nonprofit Public Benefit Corporation Law.

**17 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

17.1 No director, officer, employee, volunteer, member of any committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the payment of compensation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

**18 RULES OF ORDER**

18.1 Rules contained in the current edition of Robert's Rules of Order newly revised, shall govern this Corporation in all cases in which they are applicable and in which they are not in conflict with these bylaws.