

BYLAWS
CASTRO VALLEY MATTERS, INC.
A California Non-Profit Public Benefit Corporation

ARTICLE I
NAME

- Section 1. Name.** The name of this organization shall be "Castro Valley Matters, Inc." hereafter referred to as "CVM."
- Section 2. Form.** CVM is a non-profit, public benefit and tax-exempt corporation in accordance with the Federal Internal Revenue Code 501(c) (3) and the State of California Revenue and Taxation Code 237020.

ARTICLE II
STATEMENT OF PURPOSE

- Section 1. Purpose.** The purpose of CVM is to engage, educate, and advocate in the areas of governance, economic development, education, the built environment, and the cultural vitality of Castro Valley, California.

ARTICLE III
MEMBERSHIP

- Section 1. Eligibility.** Membership in this organization shall be open to all interested individuals in agreement with its purpose.
- Section 2. Membership Year.** The membership year shall be determined by the Board of Directors.
- Section 3. Dues.** Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, annual dues in amounts to be fixed from time to time by the Board of Directors.
- Section 4. Termination of Membership.**
- (a) Causes of termination. The membership of a member shall terminate upon occurrence of any of the following events:
 - a. The resignation of the member;
 - b. The failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors.
 - c. The determination by the board of directors or a committee, established by the board of directors designated to make such determination, that the member has failed in a material and serious

degree to observe the rules of conduct of CVM or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the CVM.

- (b) Procedure for expulsion. Following the determination that a member should be expelled under subparagraph (c) above, CVM shall follow the expulsion procedure set forth in California Corporation Code 5341

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors of CVM shall consist of at least seven (7) and no more than nine (9) directors, all of whom must be members of CVM.

Section 2. Qualifications. All directors must be Regular Members of CVM in good standing, which is defined as membership fees being paid in full.

Section 3. Nominations.

- (a) Nominating committee. The President may appoint a committee from the general membership to select qualified candidates for election to the board of directors at least two months before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election and the secretary shall forward to each member a list of candidates nominated.
- (b) Nominations from the floor. At the meeting to elect directors, any voting member present at the meeting, in person or by proxy, may place names in nomination.

Section 4. Elections. At each annual meeting, the seats of those Directors whose terms have expired shall be filled by election, conducted amongst those members present.

Section 5. Term. Board Members shall each be elected to serve for a two-year term.

Up to five (5) Directors will be elected at the initial annual meeting to be held under these bylaws. The terms of these Directors will be through the January 2020 annual meeting.

Up to four (4) Directors, elected by the membership to serve terms through 2018 under the previous bylaws, will remain as Directors until the January 2019 annual meeting.

In odd calendar years (e.g. 2019, 2021, etc.), up to four (4) Directors will be elected by the membership to serve on the CVM Board. In even calendar years (e.g. 2020, 2022, etc.), up to five (5) Directors will be elected by the membership to serve on the CVM Board.

- Section 6. Vacancies.** Vacancies on the Board of Directors because of death, resignation, disqualification, or any other cause may be filled by a majority of directors then in office or by a sole remaining director. Appointments made under this section are made only for the duration of the term of the vacancy on the Board.
- Section 7. Powers and Duties.** Subject to the Limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the CVM shall be conducted and all corporate powers shall be exercised by or under the control of the Board. The Board shall plan and direct the work necessary to carry out programs on issues as determined by the Board.
- Section 8. Regular Meetings.** The Board shall hold regular, at least quarterly, meetings open to active membership. A quorum for voting purposes shall consist of a simple majority of the Board.
- Section 9. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or by any two Directors, and such meetings shall be held at a place in Castro Valley, designated by the person or persons calling the meeting.
- Section 10. Emergency Vote.** An emergency vote may be made by the President contacting the Board of Directors and obtaining a majority vote.
- Section 11. Removal from Office.** The Board may declare vacant the office of a director who has three (3) consecutive unexcused absences from regular Board meetings, has been removed as a CVM member, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Non-profit Public Benefit Corporation Law.
- Section 12. Committees.** The Board may appoint one or more committees, and delegate to such committees, any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Non-profit Public Benefit Corporation Law also requires approval of the Members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or on any committee that has authority to act on behalf of the Board;
- (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 so amendable;
- (e) The appointment of other committees of the Board or the committee members.

ARTICLE V

OFFICERS OF THE BOARD

- Section 1. President.** Each year the membership will elect a Board of Directors, and the Board will select one Board member to serve as the President.
- Section 2. Board Chair.** Each year the Board will select one Board member to serve as the Board Chair.
- Section 3. Treasurer.** Each year the Board will select one Board member to serve as the Treasurer.
- Section 4. Secretary.** Each year the Board will select one Board member to serve as the Secretary.
- Section 5. Vice President.** The Board may select one Board member to serve as a Vice President.
- Section 6. Past President.** The immediate Past President may serve on the Board, but must be a member of CVM. The Past President serves as a non-voting member of the Board if she or he has not been elected or appointed to the Board.
- Section 7. Other Officers:** In addition to the roles described above in Article V, Sections 2-6, the corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed. Any number of offices may be held by the same

person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

Section 8. Election of Officers. The officers of the CVM, shall be chosen by the Board of Directors and each shall serve for a one-year term.

Section 9. Removal of Officers. Any officer may be removed from office by an affirmative vote of not less than two thirds (2/3) of the members of the Board of Directors present at any regular or special meeting of the board.

Section 10. Vacancies. A vacancy in any office because of death, resignation, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

ARTICLE VI

DUTIES OF OFFICERS AND COMMITTEES

Section 1. President. Subject to such supervisory powers and subject to the control of the board of directors, the President shall supervise and control the affairs of the corporation. He or she shall perform all duties incidental to this office and such other duties as provided by these Bylaws or as may be prescribed from time to time by the Board of Directors.

The President serves as external advocate for CVM and chief liaison to membership.

The President organizes and runs membership meetings and is responsible for the everyday management and non-financial affairs of the organization. The President coordinates advocacy efforts among CVM's committees so that there is alignment around the organization's mission.

The Board may appoint the President as the Board Chair.

The President may not serve concurrently as Treasurer.

Section 2. Board Chair. The Board Chair convenes and runs meetings of the board of directors.

In consultation with the President and the Treasurer, the Board Chair develops agendas for these meetings.

The President or the Treasurer may be designated as the Board Chair by the Board and serve the role concurrently.

If not designated the Board Chair, the President and the Treasurer, serve as Vice Board Chair and convene board meetings when the Board Chair is unable to do so.

Section 3. Treasurer. The Treasurer handles the organization's financial and administrative affairs to ensure CVM's financial security and compliance with State of California and federal rules governing non-profit organizations.

Subject to such supervisory powers and subject to the control of the board of directors, the Treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings to the Directors as required by the Board of Directors, develop and propose an annual budget for the upcoming fiscal year to the Board of Directors at the last meeting of the Board at in each calendar year, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws or which may be prescribed from time to time by the Board of Directors.

The Board may appoint the Treasurer as the Board Chair.

The Treasurer may not serve concurrently as President.

If deemed necessary by the Board, an Assistant Treasurer may be appointed to assist the Treasurer.

Section 4. Secretary. Subject to such supervisory powers and subject to the control of the board of directors, the Secretary shall be the custodian of the corporate records, shall keep minutes in written form of all meetings of the Directors and distribute such minutes in a timely matter but in no event later than 30 days from the date of the conclusion of the meeting, shall give all notices as are required by law or by these Bylaws, and generally, shall perform such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. The Board may appoint a Vice President as it sees fit. The Vice President will work in collaboration with the President and Past President in executing the duties of the office of President. The purpose of this office is to mentor a CVM Board member to serve as the President at a future date.

Section 6. Past President. The Past President will work in collaboration with the President and the Vice President in executing the duties of the office of President. The

purpose of this office is to mentor the President and Vice President and to provide service and expertise to the Board and CVM as needed.

Section 7. At-Large Directors. At-large positions are designated as Members of the Board of Directors, but they will not serve as "Officers". Their role is to provide a broad perspective about the operations of the organization which they develop through active involvement in CVM meetings, events, and other activities commensurate with ensuring the long-term viability of the Castro Valley Matters.

Section 8. Committees. In advancement of CVM's mission, the board may establish committees to conduct the affairs of the organization. Each committee should include at least one board member.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall begin January 1st and end on December 31st unless and until changed by the Board of Directors.

Section 2. Dues. Annual dues for a CVM membership shall be determined by the Board. A CVM membership is valid for one (1) year from that date of its purchase. A membership that is renewed within sixty (60) days of its end date will be considered as continued membership.

Section 3. Budget. The Board shall submit to the Regular Members for adoption at the Annual Meeting a budget for the ensuing year. The budget shall provide for the support of the organization.

Section 4. Fiscal Reporting. The Board shall present to the Regular Members at the Annual Meeting a fiscal report containing the following information:

- a. The assets and liabilities as of the end of the year;
- b. The principal changes in assets and liabilities during the fiscal year;
- c. The revenue or receipts and expenses or disbursements for the fiscal year.

ARTICLE VIII

MEETINGS AND VOTING RIGHTS

Section 1. Membership Meetings. There shall be at least one meeting of the Regular Members each year. The Board shall determine the time and place. A meeting may be called at any time by the Board of Directors or by ten members.

Section 2. Annual Meeting. The annual meeting of members shall be held in January each year, unless the board of directors fixes another date and so notifies the members.

Section 3. Special Meeting. A special meeting of the members for any lawful purpose may be called at any time by any of the following:

- i. A majority of the Board of directors,
- ii. The President, or
- iii. Seven and one-half percent (7 1/2%) or more of the members.

Section 4. Voting. Each Regular Member shall be entitled to one vote only at any meeting of Regular Members. Absentee or proxy voting shall not be permitted. All elections for officers must be by ballot upon the written demand made by a Regular Member at the Annual Meeting and before the voting begins. In the election of the officers, the candidates receiving the highest number of votes of those persons voting are elected.

Section 5. Quorum. A quorum for the Annual Meeting of Regular Members and for any meeting in which Regular Members are entitled to vote shall consist of a majority of those Regular Members present.

ARTICLE IX

PERSONAL LIABILITY

Section 1. Liability of Members. No member of the CVM Board shall be personally liable to its creditors or for any indebtedness or liability of the corporation, and any and all creditors shall look only to its assets for payment. CVM shall carry appropriate insurance policies to provide coverage for members of the Board of Directors and for members engaged in activities supporting the purposes of CVM.

ARTICLE X

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended or repealed and replaced at any meeting by a two-thirds vote of Regular Members present, using the following procedure:

All such proposed amendments together with the recommendations of the Board shall be available in written notice to the Regular Members ten (10) days prior the meeting, including electronic notice.

ARTICLE XI

PARLIAMENTARY PROCEDURE

Section 1. Parliamentary Authority. The rules contained in the current edition of "Robert's Rules of Order" shall govern the proceedings of this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. The President may designate a Regular Member of CVM to serve as Parliamentarian.

ARTICLE XII

BYLAW IMPLEMENTATION

Section 1. Implementation of these bylaws. Within two months of the adoption of these Bylaws, the Board shall convene and select officers.

ARTICLE XIII

DISSOLUTION

Section 1. Dissolution Action. In the event of dissolution of the organization, all assets will be turned over to a valid 501(c)3 non-profit corporation at time of dissolution.

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of Castro Valley Matter, Inc., a California non-profit public benefit corporation, and the above bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by unanimous written consent of the Board of Directors on _____, 2018.

Date: Jan 21, 2018

Secretary: 