

March 2010

BY – LAWS  
of the  
North Redondo Beach Business Association  
A California Non-Profit Corporation

Article I  
General Provisions

Section 1 – Name: The name of this organization shall be the North Redondo Beach Business Association – to be referred to as the NRBBA.

Section 2 – Purpose – Mission statement: The purpose of the NRBBA is to promote activities that enhance business in North Redondo Beach (Zip 90278, including businesses on Artesia, Aviation, 190th). The corporation shall be empowered to carry on and conduct any lawful activity or perform any act that may or will advance the realization of said purpose. The NRBBA may raise and donate money to worthwhile causes which support business and community health and pride.

Article II

Policies

Section 1 – No private inurement: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, section 2.

Section 2 – Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Article III

Membership, Meetings and Officers

Section 1 – Members: The corporation shall have one class of members. Each member shall be entitled to one vote. The officers will be nominated by and from the membership. Membership is open to anyone interested in aiding in the mission of the NRBBA. There are no dues required for membership. To be eligible to cast votes, a member needs to attend two-thirds of the general meetings over the previous 12 months. This will be confirmed by the sign in sheets available at each meeting.

Section 2 – Meetings: Regular meetings will be held at a time and place determined by the Board of Directors. Members must be present at a meeting in order to vote on an issue.

Section 3 – Officers: The officers of the Corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, as the Corporation may from time to time deem advisable. This number may be increased by an amendment to the bylaws but in no case may be less than three. These officers shall be elected every year. The election will be held every June. Each officer shall hold office until the next election and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 4 – Vacancies: Any vacancy with the officers shall be filled for the unexpired portion of the term by a majority vote of the membership at the next scheduled meeting.

Section 5 – Executive Board: Consists of the elected officers and additional members appointed as deemed necessary.

Section 6 – Duties and Powers: The Executive Board shall be responsible for the control and management of the affairs, property, and interests of the corporation and may exercise all powers of the corporation, except as limited by statute.

Section 7 – Resignation and Removal: Any officer may resign at any given time by giving written notice to another Executive Board member. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed for cause by action of the Board.

Section 8 – Compensation: No stated salary shall be paid to the Executive Board, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance to an event or special meeting as a representative of the corporation.

Section 9 – Liability: No officer shall be liable for any debt, obligation or liability of the corporation.

Section 10– President: The President shall preside at all meetings. He/she shall be an ex-officio member of all committees. He/she, or a person appointed by him/her, shall represent the NRBBBA at all official functions.

Section 11 – Treasurer: The treasurer shall be the Financial Officer and shall present a written report of the financial transactions at every regular meeting and the board approved report at the August meeting. The treasurer is responsible for ensuring the taxes are completed and filed as required by the appropriate Internal Tax Codes.

Section 12 – Secretary: The Secretary shall take and maintain the minutes of all meetings and shall be responsible for NRBBBA correspondence.

## Article IV

### Committees

Section 1 – Committees: The Executive Board may, by resolution, designate an Executive committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Executive Board as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings and report these minutes to the members at the regular meetings.

## Article V

### Books, Records and Reports

Section 1 – Annual Report: The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board.

Section 2 – Permanent Records: The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at a secure site. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 – Inspection of Corporate Records: If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes and records of the Corporation.

## Article VI

### Fiscal Year

Section 1 - Fiscal year: The fiscal year of the Corporation shall be the period selected by the Board as the tax year of the Corporation for federal income tax purposes.

## Article VII

### Amendments

Section 1 - Articles of Incorporation: The Articles of Incorporation may be amended by a two-thirds vote by members as provided by law.

Section 2 – Bylaws: These Bylaws may be amended by a two-thirds vote of the members as provided by law.

Article VIII

Authority

Roberts Rule of Order shall govern all meetings of membership, Board and Committees.

Certification

I hereby certify that I am duly elected and acting Secretary of the North Redondo Beach Business Association, a California non-profit corporation and that the forgoing By-Laws constitute the revised By-Laws of the Corporation, duly adopted at a meeting of the general membership and that they now constitute the By-Laws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_

Secretary, NRBBA

Attested \_\_\_\_\_

President, NRBBA

Revised: \_\_\_\_\_