

**BYLAWS FOR THE EXECUTIVES ASSOCIATION OF SAN FRANCISCO**  
**A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I – NAME AND OBJECTIVES**

**Section 1. Name and Place of Business:**

This Corporation's name is EXECUTIVES ASSOCIATION OF SAN FRANCISCO (the "SF Execs"). The location of the principal office shall be designated by the Board of Directors (the "Board") from time to time.

**Section 2. Purpose, Objectives and Limitations:**

The SF Execs is a business networking group whose primary purpose is to maintain an organization of leading business entities and professionals doing business in the San Francisco Bay Area. The objectives of the SF Execs include:

- (a) To encourage Members to do business with each other by networking and exchanging business leads with each other.
- (b) To hold meetings and programs to encourage cooperation, non-political discussion, and education to Members.
- (c) To hold events and activities to promote better acquaintance and closer association among Members.

The SF Execs may do all lawful things to attain its purpose and objectives but shall not engage in any conduct or activity in violation of its status under the California Nonprofit Mutual Benefit Law.

**ARTICLE II – MEMBERSHIP AND CLASSIFICATION**

**Section 1. Membership Defined:**

The Membership of the SF Execs shall be composed of persons and entities doing business in the San Francisco Bay Area, each representing a different trade, business, occupation, or profession and being classified accordingly.

**Section 2. Eligibility for Membership:**

Any person of good character, or any partnership, corporation, limited liability company, or other entity in good standing, doing business in the San Francisco Bay Area, whose main activity or profession is not in competition with the main activity or profession of a Member is eligible for membership in the SF Execs.

**Section 3. Memberships, How Held:**

Each Member shall designate its active representative for membership, who shall be an owner, executive officer, or equivalent senior person of authority within the Member organization. In the case of partnerships, corporations, limited liability companies or other entities, the membership shall be held in the name of the company represented. A Member may replace a Member's representative, with the consent of the Board. Notice of such change in representative shall be sent to the Members in writing. If no representative of a Member satisfactory to the Board is proposed within 60 days, the membership shall be terminated. A Member may select an alternate representative in addition to an active representative. The alternate representative shall also be an owner, executive officer, or equivalent senior person of authority within the Member organization. The alternate representative shall not automatically succeed to the position of active representative in the event the active representative of the Member resigns or is replaced, and such alternate representative shall become the Member's active representative only with the consent of the Board.

**Section 4. Business Classifications:**

The Board shall determine the business and professional classifications eligible for membership in the SF Execs. Each Member shall be assigned a classification by the Board which shall describe and identify a specific business, trade, or profession. There shall be no more than one Member for each separate business or professional classification. Sixty percent (60%) of each Member's gross business shall be the minimum required for obtaining and retaining a classification. Any new classification must not conflict with the business

defined within the classification of an existing Member. A business classification shall not be denied due to a conflict with an incidental activity of an existing Member. A Member shall maintain an assigned classification so long as the Member remains an active Member and continues the business activity at the minimum required level. The Board shall have the exclusive power to establish and amend the classifications from time to time, so long as any new classification does not significantly impinge upon another Member's classification.

**Section 5. Member's Change in Classification:**

If a Member's specific business, trade or profession changes, the Board may revise the Member's classification upon approval by the Board, if the new classification does not impinge upon another Member's classification.

**Section 6. Memberships Not Transferrable; No Vested Right:**

A membership in the SF Execs cannot be sold, assigned, conveyed, encumbered or transferred by way of gift, devise or operation of law or otherwise, except as approved by the Board in its sole and absolute discretion. There shall be no value to memberships in the SF Execs, nor shall such membership be deemed to create a vested right. No Member shall acquire a vested right in and to membership in the SF Execs. Each and every membership shall be at the discretion of the SF Execs, having right to admit or terminate such Members as it deems fit, and in the manner prescribed by the rules, regulations and Bylaws of the SF Execs.

**Section 7. Change in Ownership:**

In case of the sale or transfer of a Member's business, or of the principal interest of a Member's business, the Board shall review the membership, and the Board shall either:

- (a) terminate the membership and such classification shall be deemed open until filled in accordance with the provisions of these Bylaws, or
- (b) accept the new ownership, in which case no initiation fees shall be assessed.

The Board shall determine what constitutes the sale or transfer of a principal interest. Any Member who changes a form of organization to individual, partnership, corporation, or other entity shall retain its membership and classification, with notice of such change of form of organization furnished to the Board.

**Section 8. Procedure of Admitting Members:**

Any prospective member may be invited to attend an SF Execs meeting. To be considered for membership, a prospective member shall be sponsored by a current Member in good standing as follows:

- (a) The prospective member must complete a membership application and submit the application to the Membership Committee.
- (b) The Membership Committee, with consultation from Members in adjacent or related classifications, shall interview the prospective member and evaluate the application.
- (c) If the application is approved by the Membership Committee, the name and address of the company, designated representative and title, classification, and sponsoring Member's name shall be sent to the active Members of the SF Execs in writing.
- (d) Members will have seven (7) days thereafter to file any objection to such proposal in writing to the Board. Any such objection shall set forth the reasons in reasonable detail to allow the evaluation of the objection by the Board.
- (e) The Board will accept or deny membership based on a majority vote at a regular or special meeting of the Board, considering any objection received, recommendation of Members, reputation of the prospective member, and any other relevant information.
- (f) Upon approval of an application for membership, and upon receiving of the proposed member's payment of the membership initiation fee, the President shall issue a membership card and said membership shall be established. Membership dues will commence with the first of the month next succeeding such establishment of membership.

Prior to becoming a Member, prospective members and other guests or speakers are prohibited from directly soliciting the entire Membership during SF Execs meeting and events, without prior Board approval, but may exchange business leads with Members on a one-to-one basis.

**Section 9. Duties of Members:**

Meeting attendance, exchanging business leads, and presenting programs are recognized as primary requirements to make the SF Execs effective for its Members. Any active Member who shall be absent without prior notice to the Executive Director or the Board from four (4) successive meetings or from 50 percent (50%) of the meetings during either half of the SF Execs' calendar year (each, a "Term"), shall stand suspended and shall be so notified in writing by the President. An alternate representative, if one has been appointed in accordance with Section 3 of this Article II, may attend one or more regular SF Execs meetings on behalf of a Member for the purpose of attendance credit; however, an active Member must attend at least 25 percent (25%) of the meetings during each Term notwithstanding any meetings during any Term attended by an alternate representative. Members may attend a qualified meeting with one or more other active Members to count toward the attendance requirement. Any Member suspended by reason of the attendance requirements in this Section 9 may apply for reinstatement to the Board, and be voted upon by the Board, within sixty (60) days. If such Member is not reinstated by the Board within sixty (60) days, such Member's membership shall be terminated, and such member shall be so notified in writing by the President. The Board shall prescribe rules pertaining to qualified absences, qualified meetings, any warning notice procedure for meeting attendance, reinstatement guidelines, and other requirements to define a Member's active participation in the SF Execs.

**Section 10. Voting Members:**

Each active Member shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all the assets of the SF Execs, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the SF Execs. In addition, active Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

**Section 11. Good Standing:**

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be Members in good standing.

**Section 12. Code of Conduct:**

Members are expected to promote, to the best of their ability, good feelings between individual Members, thereby advancing the welfare and business of each. All dealings with Members of the organization or the business leads they provide must be legal, fair to all involved, and of the highest business ethics. Members shall transact all business referred by a fellow Member in a manner that reflects positively upon the fellow Member and the SF Execs.

Members shall strive at all times to furnish quality merchandise and service commensurate in value to the purchase. No Member may solicit funds or donations from any other Member without the prior written approval of the Board. All Members shall maintain good financial relationships with vendors to their companies, whether among the SF Execs' Members or outside the SF Execs. No Member may at any time solicit business or engage in craft talks or promotion covered by another Member's classification at any meeting of the SF Execs, without prior approval between the Members involved.

**Section 13. Mediation and Arbitration.**

With respect to any controversy or claim covered by, arising out of, or relating to the provisions contained in these Bylaws or any other disputes between the SF Execs and its Members, or any claims against any employee, agent, Director, or Officer of the SF Execs (collectively "Claims"):

- (a) the parties hereto shall consult and negotiate with each other and, recognizing their mutual interests, attempt in good faith to reach a solution satisfactory to both parties.
- (b) If they do not reach settlement within a period of 120 days, then the matter will be submitted to JAMS for mediation in San Francisco, California in accordance with the rules of mediation set forth by JAMS. The parties will cooperate with JAMS and with one another in selecting a mediator from JAMS panel of neutrals, and in scheduling the mediation proceedings. The parties agree to participate in the mediation in good faith and they will share equally in its costs.
- (c) If the mediation process is not completed within 180 days, either party may terminate the mediation and submit the Claims to be settled by binding arbitration in San Francisco, California in accordance with American Arbitration Association ("AAA") and under the AAA rules.

- (d) The parties will cooperate with AAA and with one another in selecting an arbitrator from AAA's panel of arbitrators, and in scheduling the arbitration proceedings. Each party shall pay its own attorney's fees and shall equally pay the arbitrator's fee, the hearing room fee, and the AAA administrative fee.
- (e) The arbitrator shall be empowered to award either party any remedy at law or in equity that the prevailing party would otherwise have been entitled to if the matter been litigated in court. The arbitrator shall issue a decision or award in writing, stating the essential findings of fact and conclusions of law. The arbitrator shall have no jurisdiction to issue any award contrary to or inconsistent with the law.
- (f) ANY CONTROVERSIES, DISPUTES, DIFFERENCES AND CLAIMS ARISING OUT OF OR RELATING TO, OR IN CONNECTION WITH A MEMBERSHIP IN THE SF EXECES, OR THE INTERPRETATIONS, VALIDITY, CONSTRUCTION, PERFORMANCE, BREACH, OR TERMINATION UNDER THE SF EXECES' BYLAWS OR THE SF EXECES' RULES, SHALL BE SUBJECT TO THESE MEDIATION AND BINDING ARBITRATION PROCEDURES, AND SHALL CONSTITUTE A WAIVER OF EACH PARTY'S RIGHT TO A JURY TRIAL AS IT RELATES TO THE RESOLUTION OF ALL CONTROVERSIES, DISPUTES, DIFFERENCES, AND CLAIMS RELATING TO ALL ASPECTS OF A MEMBER'S MEMBERSHIP, THE SF EXECES' BYLAWS OR THE SF EXECES' RULES.
- (g) Should any part of this Section be declared by a court of competent jurisdiction to be invalid, unlawful or otherwise unenforceable, the remaining parts shall not be affected thereby, and the parties shall mediate and arbitrate their dispute without reference to or reliance upon the invalid, unlawful or unenforceable part of these Bylaws.

### **ARTICLE III – TERMINATION OF MEMBERSHIP**

#### **Section 1. Resignation:**

Any Member or Honorary Member may resign by written notice to the Board.

#### **Section 2. Delinquency:**

Any Member more than sixty (60) days in arrears for dues shall be subject to termination of membership by the Board. Before acting upon a proposal to terminate a membership for lack of payment of dues, except in the case of a voluntary resignation, the Board shall provide thirty (30) days' written notice to the Member of a Board hearing on the matter, stating the time and place of the hearing, and inviting the Member to attend the hearing. Termination of such membership for nonpayment of dues requires an affirmative vote by the Board. Upon such termination by the Board, the President shall notify the terminated Member of the termination in writing. Such determination by the Board shall be final and binding on the Member.

#### **Section 3. Bankruptcy or Dissolution of a Member:**

If a Member is dissolved, files a petition for bankruptcy, makes any assignment for the benefit of the creditors, takes advantage of any other insolvency act, is subject to a receiver appointed for the Member or the Member's property, or otherwise ceases its business operations, the Member's membership in the SF Execs immediately terminates.

#### **Section 4. Termination of Membership for Other Reasons:**

Termination of membership from the SF Execs for any reason other than (1) failure to maintain attendance requirements (Article II, Section 9) and (ii) delinquency (Article III, Section 2) requires an affirmative vote by at least seventy-five percent (75%) of the Board. Whenever the Board deems it for the best interest of the SF Execs and its other Members to terminate a membership and declare the classification held by the membership vacant, it shall have the power to do so by a vote of at least seventy-five percent (75%) of the Board in favor of such action. Before a membership is terminated, however, the following shall occur:

- (a) The President shall notify the Member in writing, at least thirty (30) days prior to the date the termination becomes effective, stating the grounds for termination.
- (b) The President shall call a meeting to consider a Member's termination, by notice to every Director and the Member at least 72 hours before the meeting. The Member is entitled to appear at this meeting and be heard.
- (c) The Member shall be afforded the opportunity to submit a written statement setting forth the reasons why the termination should not occur. The Board shall consider any written statement submitted by a Member in

determining whether to terminate its membership not less than five (5) days before the effective date of any termination.

- (d) Upon an affirmative vote of at least seventy-five percent (75%) of the Board for the termination of the membership, the President shall notify the terminated Member in writing of the termination and the Member's right to appeal the termination as set forth in Article III, Section 5. Such notice shall be provided by first class certified mail, return receipt requested. If the terminated Member desires to appeal the decision of the Board it must notify the President in writing of its intent to appeal within fifteen (15) days after receipt of the notice of termination.

**Section 5. Appeal from Termination of Membership:**

A Member whose membership is terminated due to delinquency pursuant to Article III, Section 2 shall have no appeal rights under this Section 5. In all other termination cases, upon written notice to the then acting President, the President shall provide notice in writing to such terminated Member of two alternative dates and times for an appeal of such termination for any other reason to be heard. Such hearing may take place at either the next regularly scheduled meeting of the Board or at a special meeting called by the President. The notice of such hearing shall be given to the Member at least ten (10) days in advance of the first potential hearing date and shall contain information regarding the Member's right to appear before the Board or a designated committee of the Board to argue the appeal, or to submit a written statement. The Member shall inform the Board of the desired date for the hearing within three (3) days of the date of the notice with respect to the hearing. If the Member fails to respond to the notice within the specified time frame or if neither hearing date is acceptable to the Member, then such Member shall have no further right to appeal. Any Director who is a potential competitor of or who has a potential conflict of interest with the Member involved should abstain from voting on the termination. In any appeal proceeding, a majority vote of the Board shall determine the outcome, and the decision shall be final with no further right of appeal. If the Board votes to deny the appeal, the terminated Member shall be notified of such denial in writing. The Board may, at its discretion, make public disclosure of the action. No action by the Board shall preclude any subject of these procedures from later applying for membership to the SF Execs.

**Section 6. Leaves of Absence:**

Upon written application from a Member, and upon approval by the Board, a Member may be granted a leave of absence for a period not exceeding twelve (12) months, during which period the Member shall not be required to meet the duties set forth in Article II, Section 9, and during which dues shall be assessed as one-third (1/3) of the dues then in effect. Leave of absence may be granted for illness, absence from the San Francisco Bay Area, unusual work conditions or responsibilities, or other similar reasons rendering the Member temporarily unable to fulfill the duties set forth in Article II, Section 9.

**Section 7. Honorary Members:**

Any former Member retiring from business who has been an active Member for a substantial period of time and who has rendered outstanding service to the SF Execs is eligible for Honorary Membership, upon approval by the Board and the subsequent approval of seventy-five percent (75%) of the active Members. Such Honorary Membership may be terminated at any time by the Board. Honorary Members shall not maintain any business classification, shall not vote on SF Execs matters, and shall not have the right to hold any SF Execs office. Honorary Members shall not be liable for the usual monthly dues, but may attend regular meetings free of charge and be billed for special events. Honorary Members shall forfeit said Honorary Membership in the event the Honorary Member actively engages in a business of any kind or accepts gainful full-time employment.

**ARTICLE IV – ORGANIZATION**

**Section 1. Management, Qualification and Number of Directors:**

The affairs, business and property of the SF Execs shall be managed by a Board of Directors which shall consist of Directors, the President, Secretary-Treasurer and immediate Past President. The number of Directors shall be determined annually, based on the number of active Members in the SF Execs. There shall be at least one (1) Director (who may or may not also be an Officer) for every six (6) active Members, with a

maximum of twelve (12) Directors (who may or may not also be an Officer.) All Directors shall be an active representative or designated alternate representative of a Member in good standing.

### **Section 2. Election of Directors and Term:**

Directors shall be elected annually, except the retiring President shall automatically become a member of the Board for the one (1) year term, beginning with the expiration of his/her term as President. Directors shall hold office for two (2) years. Approximately one-half (1/2) of the total number of Directors shall be elected each year to allow for approximately one-half (1/2) of the Board to continue to serve for another year. No Member shall serve more than five (5) consecutive years on the Board. Directors elected shall be installed at a time and place set by the Board, no more than three (3) weeks following the election. Directors shall continue in office until their successors' terms commence. The Secretary-Treasurer shall give the Members reasonable notice in writing of the following:

1. Time and place of Director elections.
2. List of Director candidates for nomination.
3. Closing date for nomination ballot returns.
4. Result of nomination ballot.
5. Result of election of Directors.
6. Result of election of Officers.
7. Date of installation of Directors and Officers.

### **Section 3. Procedure for Nomination of Directors for Election:**

At least twenty-one (21) days prior to the date of the election, each active Member shall receive a nomination ballot listing the names of all active Members in good standing, omitting the names of Directors continuing in office beyond the date of the election. The form of the nomination ballot shall be approved by the Board. Each such nomination ballot shall bear the following instructions:

1. The nomination ballot shall specify the number of candidates to be nominated by each active Member and any ballot nominating more or less than the required number of candidates will not be counted.
2. The ballots must be returned in accordance with the instructions on the ballot, which shall set forth the time and date the ballots must be received to be counted.

The Nomination Committee shall meet as soon as practical after the receiving the ballots to tally the nominations. The President shall certify the results thereof to the Secretary-Treasurer, who shall prepare a list of candidates in order of number of votes received. The Nomination Committee shall request those receiving the highest numbers of votes on such list to accept or refuse the nomination in writing. After each refusal of nomination, the Member next highest on the list shall be requested to accept or refuse the nomination in writing. Ties shall be determined by the President, the name or names losing thereby being placed next on the list. When the number of candidates needed for election to the Board is reached, a ballot will be prepared for the election of Directors at the next Semi-Annual Meeting of Members. If the number of candidates needed for election to the Board cannot be reached among the nominated candidates, the Nomination Committee, with approval by the Board, may approach any Member in good standing to accept a nomination in writing.

### **Section 4. Officers:**

During the last Board meeting of the fiscal year of the SF Execs, the Board shall elect a new President, who must be a current member of the Board, for the upcoming term to serve with the newly elected Board. The newly elected Board shall elect a Secretary-Treasurer, who may or may not be a Member of the SF Execs. The President, Secretary-Treasurer and the immediate Past President shall serve as the Officers of the SF Execs for a term of one (1) year and shall continue in office until their successors' terms commence. Election shall be

by secret ballot in a form approved by the Board. The results shall be certified to the Secretary-Treasurer and announced to the Members of the SF Execs in writing.

**Section 5. Duties of President:**

The President shall be the executive and administrative officer of the SF Execs, shall preside at all meetings of the SF Execs and of its Board, and shall perform such other duties as the Board may prescribe.

**Section 6. Duties of Secretary-Treasurer:**

The Secretary-Treasurer shall keep such records and books of account as the Board may prescribe. The Secretary-Treasurer shall serve as custodian of such funds and other property of the SF Execs as the Board may direct and perform such other duties as the Board may prescribe. The Secretary-Treasurer shall pursue a surety bond to the SF Execs in such sum and with such surety as shall be approved by the Board. The cost of the Bond shall be paid by the SF Execs.

**Section 7. Duties of Immediate Past President:**

The immediate Past President shall assist the President in the performance of duties, perform the duties of the President in his or her absence, and perform such other duties as the Board may prescribe.

**Section 8. Executive Director:**

The Board may select and hire an Executive Director to perform duties assigned by the Board and at the pleasure of the Board. The Officers shall review, and the Board shall approve the payment for services, responsibilities and performance of the Executive Director annually. The Executive Director shall not be a Member of the SF Execs, but may hire the services of a Member as a subordinate to the Executive Director. The Executive Director shall keep minutes of the meetings of the Board and regular meetings of the SF Execs, and shall keep such other records, books of account and communications as may be necessary. Said minutes, records, books of account, communication accounts, and access information to such accounts shall belong to the SF Execs and be accessible at all times to the Board. Upon the expiration of the Executive Director's term of service, which shall be at the discretion of the Board, the Executive Director shall turn over to the Secretary-Treasurer all minutes, records, books of account, communication accounts, access information to accounts, and equipment belonging to the SF Execs, and the Secretary-Treasurer shall execute a receipt for same. The Executive Director shall pursue a surety bond to the SF Execs in such sum and with such surety as shall be approved by the Board. The cost of the Bond shall be paid by the SF Execs.

**Section 9. Removal of Officers and Directors:**

An Officer or Director may be removed, with or without cause, by approval of a majority of the Board at a duly held meeting called for such purpose and for no other purpose. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

**Section 9. Resignation of Officers and Directors:**

Any Director or Officer may resign effective upon giving written notice to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the effective date of such resignation.

**Section 10. Vacancies:**

A vacancy in the Board or for any Officer shall be deemed to exist in case of the death, resignation in writing, or removal of any Director or Officer. Vacancies in the Board or for any Officer may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director. The Members may elect a Director at any time to fill any vacancy not filled by the Directors. Each Director or Officer elected to fill a vacancy shall hold office until the expiration of the term of the replaced Director or Officer and until a successor has been elected and installed. Upon a majority vote of the Board, a Board position or Officer position may be determined vacant in the case of any Director or Officer who has absented themselves from Board meetings for three (3) consecutive months without satisfactory notice to the Board.

## **ARTICLE V – POWERS AND DUTIES OF THE BOARD**

### **Section 1. Rules, Fees, and Dues:**

The Board may adopt, revoke, or amend rules pertaining to the business and purposes of the SF Execs consistent with its Articles of Incorporation and these Bylaws. The Board shall control and manage the property and funds of the SF Execs, shall fix initiation fees, membership dues and any other necessary fees. Any proposed change in the rules, fees or dues of the SF Execs, however, shall be sent in writing to the Members after the adoption thereof by the Board. Each such change shall become effective two (2) weeks after such notice in writing to the Members unless written protest is filed with the Board by a Member against any such change. If three or more protests are received to any such change, the Board by a vote of not less than seventy-five percent (75%) of the Board present at a meeting at which a quorum is present shall be required to make such change effective.

**Section 2. Quorum:** Fifty percent (50%) of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the quorum shall be regarded as the act of the Board, unless a greater number is required by law or by the SF Execs' Articles of Incorporation or by another provision of these Bylaws. 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.

### **Section 3. Committees:**

There shall be the following standing committees:

1. Membership Committee
2. Programs and Events Committee
3. Marketing and Leads Committee
4. Grievance Committee
5. Nomination Committee

The purpose and duties of each standing committee shall be specified by the Board and may be amended from time to time as prescribed by the Board.

In addition, the President may form temporary committees as may be needed to address any matters not specifically assigned to the standing committees. The temporary committee's purpose, duties and term shall be as specified by the President.

The President shall nominate, and the Board shall approve one or more Chair(s) for each standing committee and such other temporary committees as the President may establish. The Chair(s) of each committee shall serve during the term of the President nominating them, and the Chair(s) may include any number of Members and/or Honorary Members to serve on their committees. The President shall be an ex-officio member of all committees.

### **Section 4. Board Meetings:**

The Board shall meet regularly at least once each month at such time and place as it may from time to time determine. Special meetings of the Board may be called by the President or by two (2) Directors. If requested by the President, the Board may also vote on matters by zoom, phone, email, or future communication methods, but approval by such means requires approval of the Board.

### **Section 5. Minutes and Records:**

Minutes of meetings and accounts of the Board and financial statements of the SF Execs shall be kept in permanent records and shall be available to any active Member upon request. Any absent Director's written approval of Board minutes subsequent to the meeting shall have the same effect as though any such Director were present at such meeting and voted in conformity with the majority of the Board.

### **Section 6. Employees and Agents:**

Any employees and agents of the SF Execs shall serve at the pleasure of the Board.



**Section 7. Contracts:**

The Board may authorize any Officer, employee or agent, in the name of and on behalf of the SF Execs, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the President, the Secretary-Treasurer, the immediate Past President, and the Executive Director are each authorized to execute such instruments on behalf of the SF Execs.

**Section 8. Liability:**

No liability against the SF Execs or its Officers shall be incurred by any Member, Director, Officer, employee or agent unless specifically authorized so to do by the Board.

**Section 9. Indemnification:**

To the fullest extent permitted by law, the SF Execs shall indemnify its Directors, Officers, employees, and agents, including former Directors, Officers, employees and agents, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action or proceeding, whether civil or criminal, by reason of serving or having served as a Director, Officer, employee or agent of the SF Execs, and the SF Execs may advance related expenses to the full extent permitted by law.

**Section 10. Insurance:**

The SF Execs shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising out of any Officer's, Director's, employee's, or agent's status as such.

**ARTICLE VI – MEMBER MEETINGS**

**Section 1. Regular Meetings:**

The Board shall establish the number of Member Meetings for the upcoming calendar year and the dates, hour and place of each meeting. Meetings may be cancelled by a majority vote of the Board.

**Section 2. Semi-Annual Meetings:**

There shall be two (2) Semi-Annual Meetings of Members per year, set on a day, hour and place fixed by the Board. At each Semi-Annual Meeting of Members, the President shall make a term report to the Members.

**Section 3. Special Meetings:**

A special meeting of the Members may be called at any time by the President and shall be called at any time on written request of three (3) Directors or ten (10) Members filed with the Secretary-Treasurer and briefly stating the purpose of the meeting. Notice of a special meeting of the SF Execs shall be in writing and state the purpose of such meeting. No action beyond such stated purpose shall be taken therein.

**Section 4. Scope:**

No business, motion or resolution discussed by the Members at any regular or special meeting shall be adopted or become effective until submitted to the Board for its consideration and recommendation to Members. Such matters shall be considered by the Board at its next regular meeting and the Board's recommendation given to the Members at the Members' next meeting.

**Section 5. Non-Partisan Policy:**

The Execs is neutral, non-partisan, and not aligned with any religion or political party. The SF Execs shall not support or oppose any political party or candidate. Members, Directors, Officers, employees and agents shall maintain a neutral and non-partisan status while acting as official representatives of the SF Execs or when prominently identifying as Members of the SF Execs. The meetings and events of the SF Execs shall not be a venue for divisive religious or political discussions. Members, speakers and guests are prohibited from distributing religious or political literature, asking for signatures on a petition, asking for votes, and soliciting contributions during SF Execs meetings and events.

**Section 6. Proxies:**

There shall be no voting by proxy.

**Section 7. Rules of Order and Notices:**

Membership meetings and Board meetings shall be conducted in accordance with the rules prescribed by the Board from time to time, and Robert’s Rules of Order. Unless otherwise provided in these Bylaws, and subject to any rules that the Board may adopt from time to time, the terms “written” and “in writing” include any form or recorded message capable of comprehension by ordinary visual means, and may include electronic transmissions, such as fax, email or text, provided the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible, tangible form.

**Section 8. Quorum:**

The presence of any number of Members at any duly noticed meeting, or the receipt by the SF Execs of any number of duly distributed written ballots, shall constitute a quorum for the transaction of business. If any meeting is attended by less than one-third (1/3) of Members eligible to vote thereat, the only matters which may be voted on are those of which notice of their general nature was given under Section 3 of this Article VI. The affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the Members unless the vote of a greater number or voting by classes is required by law or by the SF Execs’ Articles of Incorporation or these Bylaws. Any Bylaw amendment to increase the quorum may be adopted only by approval of the majority of Members.

The Members present at a duly called or held meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

**ARTICLE VII - DISSOLUTION**

**Section 1. Life:**

The SF Execs shall continue in perpetuity unless dissolved by a vote of seventy-five percent (75%) of its active Members in good standing.

**Section 2. Assets on Dissolution:**

If the SF Execs is dissolved, those Members in good standing at the last meeting of the SF Execs shall receive a prorated distribution of all assets remaining after payment of the obligations, debts, and expenses of the SF Execs and provision for any other payment required for winding up the corporate affairs or required under applicable law.

**ARTICLE VIII - AMENDMENTS**


These Bylaws may be amended at any Semi-Annual meeting of the Members, or at any special meeting called for that purpose, by approval of a majority or more of the Members present at such meeting. Proposed amendments shall be furnished to the active Members in good standing at least fourteen (14) days prior to any meeting at which such are to be acted upon, at which meeting such proposed amendments may be adopted with or without modification or rejected.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Executives Association of San Francisco, a California nonprofit mutual benefit Corporation, that the above Bylaws, consisting of ten (10) pages, are the Bylaws of this Corporation as adopted by the Members of the Corporation on September 28, 2023, and that they have not been amended or modified since that date.

Executed on September 28, 2023 at San Francisco, California.

Signed by:

A handwritten signature in black ink, appearing to be 'Mary Wong', is written over a horizontal line.

Mary Wong, Secretary