

BY LAWS
Point Arena Merchants Association
Point Arena, CA 95468

Article 1 - Office and Purpose

- 1.1 Principal Office
The principal office of the Point Arena Merchants Association (PAMA), (the “Corporation”), shall be in the City of Point Arena, Mendocino County, California. The location may be changed by the Board of Directors.
- 1.2 Purpose
The Corporation is organized for the purpose of creating a sustainable community that attracts residents and visitors, promotes, supports and retains local businesses while nurturing the unique character of its regional artisans and entrepreneurs of Point Arena and its trade area. The Corporation shall be nonpartisan, nonprofit, nonsectarian and shall take no part in, or lend support to, the election or appointment of any candidate for public office.
- 1.3 Fiscal Year
The fiscal year shall be from January 1 to December 31.

Article 2 - Membership

- 2.1 Eligibility for Membership
Sole proprietors, businesses and nonprofit organizations within the City of Point Arena and its trade area, shall be eligible to apply for Membership. The Board will determine the definition of the trade area. Members are required to pay annual dues and have a current city or county business license.
- 2.2 Ex-Officio Members
In addition Membership eligibility in 2.1 above, the following may be approved by the Board of Directors to serve as Ex-Officio Members: the Mayor of the City of Point Arena, Point Arena City Manager, the Superintendent of Schools, the Mendocino County Tourism Director, and others who may serve in such capacity. Their purpose is to serve as liaisons between the Corporation and larger community. Ex-Officio Members shall not be entitled to vote.
- 2.3 Classification
The Board of Directors shall determine the membership classification of sole proprietors, businesses and nonprofit organizations.
- 2.4 Dues
The Board of Directors shall determine the dues structure according to the classification of each Member.
- 2.5 Voting
Each Member in good standing shall have the privilege of casting one vote in any regular or specially called meeting requiring a vote for action. Each business or nonprofit will designate their voting representative. Simple majority of Members present, or who vote electronically, will be considered a majority vote.

- 2.6 Termination of Membership
Any membership may be terminated by a two-thirds vote of the Board of Directors.
- 2.7 Failure to Pay Dues
If any Member shall fail to pay dues within 60 days after the due date, a written notice of delinquency shall be sent to the Member by the Treasurer. If the dues remain unpaid at the end of the (10) days following the notice, the membership may be cancelled by the Board of Directors.

Article 3 - Meetings of Members

- 3.1 Membership Meetings
There shall be monthly membership meetings directly preceding or following the monthly Board meetings (which shall be open to the membership), and at the same location.
- 3.2 Annual Meeting
The annual meeting of the Corporation shall be held during the month of March. The Board of Directors may select an alternate meeting date upon written or electronic notification of the Members at least ten (10) days prior to the alternate meeting date.
- 3.3 Special Meetings
Special meetings may be called by twenty percent (20%) of all Members or by a majority of the Board of Directors, if and when necessary.
- 3.4 Notice
Each Member shall be given due notice, in writing or by electronic email, ten (10) days prior to a special meeting, regarding time and location. A synopsis of the business to be conducted at the special meeting shall be included in the notice. Actions by the Members shall be limited to those items included in the notice.
- 3.5 Quorum
Ten percent (10%) of the Members in good standing shall constitute a quorum at all membership meetings, or through electronic voting.

Article 4 - Board of Directors

- 4.1 General Powers
The control of the business and the affairs of the Corporation shall be assigned to the Board of Directors. The Board shall have the general management, control and responsibility for all special and general funds, banking locations and periodic audit of books, finances and records. It shall be within the power of the Board of Directors to determine the manner in which the funds received by the Corporation may be disbursed or invested. The Board of Directors shall have the power to classify the various business activities represented in the membership and to establish the annual dues for each classification. The business and policies of the Corporation shall be determined by a majority vote of the Board of

Directors. In further provision, any administrative action taken by any officer shall be subject to the approval of the Board of Directors.

4.2 Composition of the Board

The Board of Directors shall be composed of not more than nine (9) Members and not fewer than five (5) Members. Every year, up to three (3) Members shall be elected to serve three (3) year terms as Directors and up to six (6) Members shall continue the next year of their term.

4.3 Selection and Election of Directors

A. Membership Committee-

At the regular January Member meeting, the Membership Committee will list the available Board positions. Prior to the regularly scheduled February meeting, the Membership Committee shall present to the President a slate of candidates to replace the Directors whose terms are expiring. Current Directors may be considered as candidates (see 4.4). Each candidate must be a Member in good standing.

B. Publicity of Nominations-

In early March, upon receipt of the report of the Membership Committee, the President shall notify the Membership by electronic mail the names and statements of persons nominated as candidates for Directors, and calls for the Membership to vote electronically. The Membership Committee shall be responsible for collecting and tallying the electronic votes, as well as producing printed verification of votes collected. (As stated in 2.2, Ex-Officio Members shall not be entitled to vote.)

C. Election Exception-

If there are fewer candidates than open seats, an election need not be held and the nominees are accepted to the board as long as they are PAMA members in good standing.

4.4 Tenure

Directors shall be elected by Membership vote and shall serve for a three (3) year term beginning in March.

4.5 Attendance

Any Board Member who has three (3) consecutive or four (4) regular un-excused absences from Board Meetings in one calendar year, may be dismissed as a Director of the Corporation.

4.6 Quorums

At any duly called meeting of the Board of Directors, a majority of Directors shall constitute a quorum.

4.7 Removal or Resignation of Directors

At a meeting of the Members called especially for that purpose, any Director may be removed, with cause, when a quorum is present (ten percent (10%) of Members in good standing), by a vote of the majority. Any Member may resign from the Board of Directors at any time by giving written notice to any officer of the Corporation.

- 4.8 Vacancies
Vacancies on the Board of Directors may be filled for an unexpired term by a majority vote of the remaining Directors at any meeting of the Board at which a quorum is present.
- 4.9 Meetings
There shall be monthly Board meetings at a place and time determined by the Board President and these meetings shall be open to the membership. Special Board meetings may be called by the President or by the Board of Directors. A quorum of the Board must approve such meetings. Notice, including the purpose of the meeting, shall be electronically mailed to each Director at least one (1) day prior to said meeting.
- 4.10 Indemnification
The Corporation may purchase and maintain Directors' and Officers' insurance.

Article 5 - Officers

- 5.1 Officers
The officers of the Corporation shall consist of a President, a Vice-President, a Treasurer and a Secretary.
- 5.2 Election and Term of Office
The officers shall be elected by the Board of Directors for a one (1) year term at the March meeting of the Board of Directors. Whenever possible, officers must have previously served as a Director of the Corporation.
- 5.3 Vacancies
A vacancy in any office may be filled by the Board of Directors for the unexpired term.
- 5.4 President
The President shall be the Chief Executive Officer of the Corporation and subject to the control of the Board of Directors, shall have general charge of the Corporation and officers, agents and employees of the Corporation. The President, except as the Board of Directors may from time to time otherwise provide by resolution, may sign all contracts and other instruments in the ordinary business of the Corporation and may execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. The President shall perform all such other duties as are incidental to the President's office or as properly required of the President by the Board of Directors.
- 5.5 Vice-President
The Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors and/or the President and shall assume the duties of the President in his/her absence.

5.6 Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation. The Treasurer shall review the full and accurate accounts of all receipts and disbursements of the Corporation whenever required by the Board of Directors. The Treasurer shall supervise the preparation, execution and filing of any annual report or any other reports, general statements or statements which may be required by law.

5.7 Secretary

The Secretary shall keep the minutes and act as Secretary of all meetings of the Corporation and of the Board of Directors. The Secretary shall be the custodian of the corporate records and of the corporate seal, and shall see that the corporate seal is affixed to, where necessary, all documents, execution of which, on behalf of the Corporation, under the seal is duly authorized, and when so affixed may attest the same. The Secretary shall, in general, perform all duties usually incidental to the office of the Secretary and such other duties as may be assigned by the Board of Directors.

Article 6- Finances

6.1 Contracts

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract and execute and deliver any instrument(s) in the name of, and on behalf of, the Corporation.

Article 7 – Miscellaneous

7.1 Amendments

The Board of Directors shall have the power and authority to alter, amend or rescind the Bylaws of the Corporation at any regular or special meeting at which a quorum is present by a vote of the majority of the current Board of Directors. The foregoing is subject to the power of the Members to change or repeal such bylaws at any annual or special meeting, at which a quorum is present (ten percent (10%) of Members in good standing), by a vote of the majority.

7.2 Conduct of Meetings

Meetings of Members and the Board of Directors shall be conducted in a professional manner.

7.3 Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.