

ALAMEDA CONNECTS CONSTITUTION AND BY-LAWS

CONSTITUTION

The Articles and Bylaws of Alameda Connects (hereinafter referred to as “the Association”) shall be consistent with the Articles of Incorporation, dated June 1997.

ARTICLE I

Mission, Vision, and Objectives

NOTE: Alameda Connects was originally incorporated in 1997 as the Alameda Gateway Community Association (AGCA). In October 2018 AGCA changed its name to Alameda Connects. These by-laws are hereby modified by the board of directors of Alameda Connects to reflect the organization’s new name.

SECTION 1. Mission. The mission of the Association shall be to: Foster opportunity and prosperity by cultivating connections through the celebration of our vibrant community.

SECTION 2. Vision. The vision of the Association shall be to: Inspire a thriving destination where people desire to be.

SECTION 3. Objectives. The objectives of the Association shall be to:

- Enhance the economic vitality of the area East and West along West Alameda Avenue between Sheridan Boulevard and Kipling Street. North and South between West 6th Avenue and West Mississippi Avenue.
- Reach out to residents, neighborhood groups, merchants, and commercial property owners to enhance the economic vitality of the area.
- Implement projects to beautify and enhance the image of the area.
- Implement projects to bring people to the area to shop and recreate.
- Work with other established organizations to enhance the economic vitality of the area.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be one type of voting membership open to all persons who are residents, merchants, or property owners located in the area East and West along West Alameda Avenue between Sheridan Boulevard and Kipling Street, north and South between West 6th Avenue and West Mississippi Avenue.

SECTION 2. Dues. Each member shall pay dues to remain in good standing. The Board of Directors shall determine the dues structure for the following membership categories: Businesses, Financial Institutions, Commercial Property Owners, Nonprofit Organizations, Neighborhood Groups and Residents.

Dues are payable annually in the month of transaction. No member may vote whose dues are not paid for the current year. Statements shall be issued to each member 30 days prior to renewal date.

SECTION 3. Annual Membership Dues Structure:

Base Membership – Basic business membership for any business located along the Alameda Corridor and surrounding areas but not located in a Tenant Base Membership location.

Tenant Base Membership – Reduced Base Membership for businesses located in a location where the commercial property owner has joined the organization as a Small Commercial Property, Friend of the Association or Patron member.

Enhanced Membership – Base Membership with enhanced financial support for the organization open to any business located along the Alameda Corridor and surrounding areas.

Small Commercial Property Membership – Open to any commercial property owner with a tenant base of 1-10 retail spaces.

Friend of the Association Membership – Open to any business located along the Alameda Corridor and surrounding areas as well as commercial property owners that would like to provide the reduced Tenant Base membership for tenants in their commercial property boundaries.

Patron Membership – Open to any business located along the Alameda Corridor and surrounding areas as well as commercial property owners that would like to provide the reduced Tenant Base membership for tenants in their commercial property boundaries.

Non-Profit 501(c)(3) Membership – Reserved for non-profit organizations that are registered as a 501(c)(3).

Non-Profit Other Membership – Reserved for all other non-profit organizations that do not qualify as a 501(c)(3).

Neighborhood Association Membership – Reserved for all neighborhood associations that are registered and in good standing with the City of Lakewood.

Resident Membership – Open to all residents along the Alameda Corridor and surrounding areas.

SECTION 4. Application for Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Articles of incorporation, the Constitution and Bylaws. The application shall

state the name, address, email, website, nature of business, and phone number of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. Membership to the organization shall be approved upon acceptance by the Executive Director or the Board of Directors.

SECTION 5. Publication of Membership. A list of new and active members shall be maintained by the Secretary, or designated party, who may publish the list utilizing the Alameda Connects website, or other media when appropriate as directed by the board.

SECTION 6. Termination of Membership. Memberships may be terminated:

- a) **by resignation.** Any member in good standing may resign from the Association upon written notice to the Secretary, but no members may resign when in debt to the Association. Dues obligations are considered a debt to the Association, and they become incurred within 60 days of annual renewal date.
- b) **by lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the annual renewal date, however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of that meeting.
- c) **by suspension or expulsion.** The Board of Directors, by the vote of two-thirds (2/3), may suspend or expel any member for cause and only after the member has been informed of the cause and has been given an opportunity to be heard by the Board of Directors. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of two-thirds (2/3) of the Board of Directors entitled to vote thereon. During any period of suspension or expulsion, the member shall not be entitled to exercise the rights or privileges of membership, including without limitation the right to vote.

ARTICLE II Meetings and Voting

SECTION 1. Association Meetings. Meetings of the Association shall be held in the greater Lakewood area at such an hour and place as may be designated by the Board of Directors or by written request of at least ten (10) percent of the members in good standing, with a minimum of one meeting per quarter of which one may be the annual meeting. Electronic notice of each such meeting shall be posted on the Association website and sent by electronic newsletter at least seven (7) days prior to the date of the meeting. The members in good standing, or a minimum of eleven (11) members, at such meetings shall comprise a quorum for voting purposes.

SECTION 2. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote for each voting occasion at any meeting of the

Association at which they are present. Absentee ballot will not be permitted at any Association meeting or election. Voting decisions shall carry on a simple majority of the quorum present.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of a minimum of seven members, including the officers all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the Association's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Association's officers, consisting of the President, Vice-President, Secretary/Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings. The officers shall be selected by the elected Board members at the first Board meeting following the annual election.

- a) The President shall preside at all meetings of the Board and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws.
- b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice President shall serve as President upon conclusion of his/her term as Vice President.
- c) The combined role of Secretary and Treasurer shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, notify members of meetings, notify new membership of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Association with their addresses, and shall collect and receive all monies due or belonging to the Association. Monies shall be deposited in a bank designated by the Board in the name of the Association. The books shall at all times be open to inspection by the Board and financial reports shall be given at every board meeting.

To ensure effective operation of the affairs of the Association, Board members and officers shall attend a minimum of two-thirds (2/3) of all board meetings and ½ of general membership meetings unless specifically approved by the board.

SECTION 3. Term Limits. Any person elected as a Board Member shall serve in such capacity for a maximum of three (3) consecutive terms of two (2) years each, whereafter a period of one (1) year shall pass before such person is re-eligible to serve again in such capacity. During the passing of the one (1) year ineligibility, the person(s) may serve on an advisory board. Such persons will not have voting rights on Board decisions and will need to maintain an AC Membership. There shall be no term limits for those participating on an advisory board.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual meeting and election by a majority vote of all the then members of the Board at its first regular meeting followed by the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy of the office of the Vice-President shall be filled by the Board.

SECTION 5. Board Meetings. Meetings of the Board of Directors shall be held in the greater Lakewood area at such place, date and hour as may be designated by the Board, with a minimum of one meeting per quarter. Notice of each such a meeting and said purpose of the meeting shall be made at least seven (7) days prior to the date of the meeting, and no other Association business may be transacted thereat. The quorum for such meetings shall be a majority of the Board.

- a) **Absence Considered a Resignation.** Absence from three (3) consecutive meetings of the Board of Directors without a valid reason in the judgment of the board of directors shall be considered a resignation constituting a vacancy to be filled by the board.
- b) **Electronic Participation.** Board members may participate by telephone conference or similar electronic communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
- c) **Special Meetings.** The President, or any two members of the Board, may call a special meeting when determined necessary or expedient. At least 24 hours' notice must be given for a Special Meeting. Notice of such meetings shall be distributed by email by the Association Secretary, or designated party.
- d) **Executive Sessions.** During any meeting the Board of directors may choose to enter "executive Session" at which time only members of the board of directors and any invited guests will be allowed in the session.

ARTICLE IV

The Association Year, Annual Meeting, Elections

SECTION 1. Association Year. The Association's year shall begin on the first of January and end on the last day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of October at which Board Members for the ensuing year shall be elected.

SECTION 3. Elections. Those candidates, nominated in accordance with Section 5 (five) of this Article, who receive the greatest number of votes from the quorum present at the annual meeting shall be determined to be elected.

SECTION 4. Taking of Office. The Board Members elected at the October meeting shall attend the November Board meeting for the purpose of generating a smooth transition. At the completion of the November Board meeting, each retiring officer shall turn over to the

successor in office all properties and records relating to the office. The newly elected Board Members officially take office January 1st.

SECTION 5. Nominations. No person may be a candidate in an Association election who has not been nominated. During the month of June, the Board shall select a Nominating Committee consisting of three members, including at least one member from the General membership. The Secretary shall immediately notify the Committee persons of their selection. The Board shall name a chairperson for the Committee, and it shall be such a person's duty to call a committee meeting, which shall be held on or before August 31, to select candidates for the Board of Directors. Such meeting may be virtual or in person. Any vacancies on the nominating committee shall be filled by the Board of Directors.

- a) The Committee shall nominate one candidate for each vacancy on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, before September 15, notify the membership at a general meeting of the candidates so nominated.
- c) Additional nominations may be made in writing to the Secretary by August 31, provided that the person so nominated does not decline when their name is proposed. The proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE V Committees

SECTION 1. The Board may appoint, and as necessary dissolve, standing committees to advance the work of the Association in such matters as financial review, special events, area beautification, graffiti removal, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be enacted by a majority vote of the full quorum of the Board. The Board may appoint successors to those persons whose services have been terminated.

SECTION 3. Finance Committee. The Board shall establish a Finance Committee, comprised of three members. This committee shall consist of 2 Board Members, and 1 Alameda Connects Staff Member, who will be responsible for establishing financial safeguards for the Association.

ARTICLE VI Amendments

SECTION 1. Amendments to the Bylaws may be proposed by the Board of Directors or proposed by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendation of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any meeting called for the purposes, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VII Dissolution

SECTION 1. The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. The Secretary shall verify the membership status of all those submitting written consent for dissolution. In The event of the dissolution shall be in accord with Article V of the Articles of Incorporation.

ARTICLE VIII Order of Business

SECTION I. At meetings of the Association, the order of business, unless otherwise directed by a majority vote of those present, shall be at the Board of Directors discretion, but shall include the following:

- a) Introductions
- b) Relevant Reports
- c) Speakers
- d) Announcements
- e) Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be at the Board of Directors discretion, but shall include the following:

- a) Rollcall
- b) Approval of Minutes of the Last Meeting Relevant Reports
- c) Financial Report
- d) General Business
- e) Adjournment

ARTICLE IX Parliamentary Authority

SECTION I. The rules contained in the current edition of Robert's Rules of Order, Newly

Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of the order the Association may adopt.