

1978

BYLAWS
OF
HISTORIC AUBURN MERCHANT'S COUNCIL
A NONPROFIT CORPORATION

ARTICLE I
OFFICES

The principal office of the corporation in the State of California shall be located in the City of Auburn, County of Placer.

The corporation may have such other offices, either within or without the County of Placer, State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II
MEMBERS

Section I. CLASSES OF MEMBERS. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Active members; all members who are engaged in business in the historic Auburn area, as delineated on the official City of Auburn map, as such map may from time to time be amended, who are current with their assessed dues. Each such member shall be entitled to one vote on each matter submitted to a vote of the members.

(b) Honorary members; any member who is designated by vote of the Board of Directors to be an "Honorary Member" in lieu of dues. Each such member shall not have voting privileges.

Section 2 TERMINATION OF MEMBERSHIP. The Board of Directors , by an affirmative vote of two-thirds of all the members of the Board, may suspend or expell a member for cause, other than that of becoming ineligible for membership or being in default of the payment of dues, after an appropriate hearing. The Board of Directors may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expell any member who shall be in default of the payment of dues.

Section 3 RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 4 REINSTATEMENT. Upon written request signed by former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 5 TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferrable or assignable.

ARTICLE III
DUES

? For the calendar year 1978, each member shall pay dues of One Dollar (\$1.00) per month. Thereafter the Board of Directors shall determine and assess the amount of dues on an annual basis. Said dues are non-refundable upon payment.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 GENERAL POWERS. The Director shall act only as a Board and an individual Director shall have no powers as such. All corporate powers of the corporation shall be exercised by, or under the authority of, and the business and the affairs of the corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the articles of incorporation, or these bylaws, as to actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the corporation to transact the general business, or any special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring such authorization.

Section 2 NUMBER, TENURE. The number of Directors shall be five. The Director shall be elected annually by the members entitled to vote, and shall hold office until their respective successors are elected, or until their death, resignation, or removal.

Section 3 VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 4 REMOVAL OF DIRECTORS. The entire Board of Directors or any individual Director may be removed from office in the manner provided by law.

Section 5 PLACE OF MEETINGS. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such place within or without the State as may be designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 6 MEETINGS.

(a) The Board of Directors shall hold an organizational meeting immediately following each annual meeting of members. Additionally, regular meetings of the Board of Directors shall be held at such times as shall be fixed from time to time by resolution of the Board.

(b) Special meetings of the Board may be called at any time by the President, or, if the President is absent or is unable or refuses to act, by the Vice-President or by any two members of the Board.

(c) Notice need not be given of regular meetings of the Board, nor need notice be given of adjourned meetings. Notice of special meetings shall be in writing by mail at least four (4) days prior to the date of the meeting or forty-eight hours' notice delivered personally or by telephone or telegraph. Neither the business to be transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting except when the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, as valid as

though had at a meeting duly held after regular call and or notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. Also to waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7 QUORUM. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at any meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 8 BOARD ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors, may be taken without a meeting, and with the same force and effect as a unanimous vote of the Directors, if all members of the Board shall individually or collectively consent in writing to such action.

Section 9 ADJOURNMENT. In the absence of a quorum, a majority of the Directors present at any Director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 10. CONDUCT OF MEETINGS. The President, or in his or her absence, any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The

Secretary/Treasurer of the corporation, or in his or her absence, any person appointed by the presiding officer, shall act as a Secretary of the Board of Directors.

ARTICLE V
OFFICERS

Section 1 TITLES AND APPOINTMENT. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer and such assistants and other officers as the Board of Directors shall from time to time determine. Any two offices, except President and Secretary, may be held by one person and any office, except President or Secretary, may be left unfilled for any period in the discretion of the Board of Directors. All officers shall be elected by and hold office at the pleasure of the Board of Directors.

Section 2 PRESIDENT. The President shall be the chief executive officer of the corporation and shall perform all of the duties commonly incident to that office, and shall preside at all meetings of the members and at all meetings of the Board of Directors.

Section 3 VICE-PRESIDENT. The Vice-President may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant, and shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 4. SECRETARY. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall keep the minutes of all proceedings of meetings of members and of the Board of

Directors; and shall perform such other duties as are incident to his or her office or as are assigned to him or her by the Board of Directors or by the President.

Section 5 TREASURER. The Treasurer shall receive and have custody of all the funds of the corporation; shall keep adequate and correct accounts of the corporation's properties and monetary transactions; and shall perform such other duties as may be required of him or her by the Board of Directors or by the President.

ARTICLE VI MEETINGS OF MEMBERSHIP

Section 1 REGULAR MEETINGS. Regular meetings of the membership shall be held every Tuesday morning at 9:00 a.m. at Mary Belle's Restaurant, 1590 Lincoln Way, Auburn, California, or at such other place as may be designated by the Board of Directors or a majority of the membership.

Section 2 ANNUAL MEETING. An annual meeting of the total membership shall be held in the month of December of each year at a time and place to be determined by the Board of Directors.

Section 3 BUSINESS TRANSACTED. At such annual meeting Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members.

Section 4 NOTICE OF MEETINGS. No notice of regular meetings of the membership need be given. Notice of the annual meeting of the membership shall be given in writing to members entitled to vote by the Secretary or other person charged with that duty. Notice of the annual meeting of members shall be sent to each member entitled thereto not less than seven (7)

days before the meeting. That notice shall specify the place, the day, and the hour of the meeting, and in the case of special meetings of the membership, the general nature of the business to be transacted.

Section 5 NOTICE OF SPECIAL MEETINGS. Notice of special meetings of members, specifying the place, the day and the hour of the meeting, and the general nature of the business to be transacted, shall be given in writing to each member entitled to vote at the meeting at least seven (7) days before the date of the meeting in the same manner as specified for the giving of notice of the annual meeting of members.

Section 6 SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by the Board of Directors, or by any two or more Directors, or by one-fifth of the members entitled to vote.

Section 7 QUORUM. A majority of the voting members constitutes a quorum for the transaction of business. Business may be continued after withdrawal of enough members to leave less than a quorum.

Section 8 VOTING. Only active members shall be entitled to vote at members' meetings. Voting for the election of Directors shall be by voice unless any member demands a ballot vote before the voting begins.

Section 9 ACTION WITHOUT MEETING. Action may be taken by members without a meeting if each member entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the corporation.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 CHECKS, DRAFTS, OR ORDERS FOR PAYMENT. Any checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3 DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, savings and loan companies or other depositories as the Board of Directors may select.

Section 4 GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation consistent with the purposes and limitations set forth in Article 2 of the Articles of Incorporation of this corporation.

ARTICLE VIII
MISCELLANEOUS

Section 1 BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of members, Board of Directors, and of committees having any of the authority of the Board of Directors and shall keep at the registered corporate office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation shall be available for inspection by any member, organization or attorney, for any proper purposes at a reasonable time.

Section 2 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December.

Section 3 CORPORATE SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of Historic Auburn Merchant's Council, Inc.

ARTICLE IX
AMENDMENTS

Section 1 POWER OF MEMBERS TO AMEND BYLAWS. The bylaws of the corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written consent of a majority of the members entitled to vote.

Section 2 POWER OF BOARD OF DIRECTORS TO AMEND BYLAWS. Subject to the limitation of the Articles of Incorporation, these bylaws, and the General Nonprofit Corporation Law of California, concerning corporate action must be authorized or approved by the members of the corporation, the bylaws of this

corporation may be amended, repealed, or added to, or new bylaws may be adopted, by resolution of the Board of Directors.

KNOW ALL PERSONS BY THESE PRESENTS: No bylaws having been adopted governing the conduct of the internal affairs of this corporation, and a set of bylaws presented to this meeting being suitable for the purpose and their adoption being in the best interest of the corporation, it is therefore resolved on this _____ day of _____, 1978, that the bylaws presented to this meeting of the Board of Directors become the bylaws of this corporation effective forthwith.

It is further resolved that the bylaws be authenticated as such by the certificate of the Secretary of the corporation and placed in its minute book, and that a full and true correct copy thereof, certified by the Secretary, be kept at the principal office of the corporation for inspection by members at all reasonable times during business hours.

Address

KNOW ALL PERSONS BY THESE PRESENTS:

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of the Historic Auburn Merchant's Council, a California Nonprofit Corporation;

(2) That the foregoing bylaws, comprised of eleven pages, constitute the original bylaws of said corporation as duly adopted at the first meeting of the Board of Directors thereof, duly held on the _____ day of _____, 1978.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 1978.

Secretary of
Historic Auburn Merchant's Council