

PROPOSED

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*statement of purpose*  
*structure Directors*

2/4/71

BYLAWS of

HAYWARD CENTENNIALS COMMITTEE

A California non-profit corporation

KNOW ALL MEN BY THESE PRESENTS:

That Hayward Centennials Committee, a California non-profit corporation, hereby adopts the following as its Bylaws:

ARTICLE I--PLACE OF BUSINESS

Section 1 The principal office for the transactions of the business of the corporation shall be located at 20300 Foothill Blvd., Suite 303, in the City of Hayward, State of California.

ARTICLE II--MEMBERSHIP

Section 2.1 This corporation shall have members consisting of the officers of the corporation, and such other members as may volunteer to serve on the committee with the approval of a majority of membership, as shown on the membership roster of the corporation.

ARTICLE III--MEMBERSHIP MEETINGS

Section 3.1 General Membership Meetings

- (a) General membership meetings shall be held on or before the first Monday of January of each year, time, and place to be selected by the Board of Directors.
- (b) The Secretary shall give written notice to the members of a general membership meeting, stating in such notice the time, place, and, in general terms, the business to be transacted at said meeting. The notice shall be given at least fifteen (15) days prior to the date of the meeting, and may be delivered personally or by deposit in the United States mail to addresses of members as shown in the records of this corporation.

Section 3.2 Special Membership Meetings

- (a) Special meetings of members may be called at any time by the vote of the majority of the officers or upon petition to the Secretary by one-fifth (1/5) of the members. At a special meeting of the members only such business as is stated in the call for such meeting shall be transacted.

Section 3.2 Special Membership Meetings (Continued)

- (b) When a special meeting is called either by vote of the officers or by the petition of the members, the Secretary shall give the members written notice of such meeting by mail stating time and place of, and the business to be transacted at, the special meeting. The notice shall be given at least ten (10) days prior to the date of the meeting, and may be delivered personally or by deposit in the United States mail addressed to addresses of members as shown in the records of this corporation.

Section 3.3 Quorum

At any meeting of the membership twenty percent (20%) of the membership shall constitute a quorum for all purposes, except when otherwise provided by law.

ARTICLE IV--BOARD OF DIRECTORS

Section 4.1 Number

*with approval*  
The Board of Directors shall consist of three (3) members. Each director may designate an alternate who may act in his place and stead. Such alternate shall have the same qualifications as his designating director, and when acting in the place and stead of the latter, shall have the same powers and duties.

Section 4.2 Qualifications

*how?*  
Directors shall be selected from the membership of the corporation and must continue to be members in good standing during their term of office. The Board of Directors may declare vacant the office of any director who misses three consecutive meetings without good cause or without alternate representation.

Section 4.3 Compensation

Directors shall receive no compensation from the corporation for their services in acting as directors of the corporation.

*Expenses?*  
Section 4.4 Term of Office

Directors named in the Articles of Incorporation shall hold office until their successors are selected and qualify at the first annual membership meeting. Directors shall be selected for a three-year term and each shall hold such office until his successor is selected and qualifies.

Section 4.5 Selection

Directors shall be appointed or elected by the membership seated at the general membership meeting.

Section 4.6 Vacancies

Vacancies in the board shall be filled by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the expiration of the term being filled.

Section 4.7 Board Meetings

The first meeting of the directors shall be held within two weeks after their selection for the purpose of election of officers. Thereafter the board shall meet once each calendar month. A five-day notice in writing shall be required unless waived by all directors.

Section 4.8 Special Board Meetings

- officers?*
- (a) The Chairman, or two members of the Board of Directors, when they deem it necessary, may call a special meeting of the Board of Directors. At a special meeting of the Board of Directors only such business as is stated in the call for such meeting shall be transacted.
  - (b) When a special meeting of the Board of Directors is called, the Secretary shall give the members of the the board written notice of the meeting by mail, stating the time and place of, and business to be transacted at, the meeting. The notice shall be given at least seventy-two(72) hours prior to the meeting, and may be delivered personally or by deposit in the United States mail addressed to the addresses of the members of the Board of Directors as shown in the records of this corporation.

Section 4.9 Quorum

A majority of the Board of Directors, provided that it also includes the presence of the Chairman or Vice Chairman and the Secretary or an acting Secretary, shall constitute a quorum for the conduct of business at any regular or special meeting of the Board of Directors.

ARTICLE V-- POWERS AND DUTIES OF DIRECTORS

Section 5.1 General Powers

The corporate powers, business, and property of the corporation

Section 5.1 General Powers (Continued)

shall be exercised, conducted, and controlled by the Board of Directors.

Section 5.2 Special Powers and Duties

Directors shall have the powers and duties:

- (a) To organize and implement all activities required by these Bylaws,
- (b) To develop and administer a program which promotes and implements the objectives of this organization,
- (c) To seek funding as may assist in the implementation of the objectives of this organization,
- (d) To administer all funds for which this organization is responsible, and to maintain such records and to prepare such reports as may be necessary,
- (e) To prepare and present to the annual meeting a report of all activities and financial transactions engaged in during the preceding year,
- (f) To form such committees as may be deemed necessary or desirable,
- \* (g) To retain such staff and employ such persons as may be necessary for the achievement of the purposes of this organization, and
- \* (h) To otherwise administer the programs of this organization in such a manner as shall benefit the community and be in conformity with the Articles of Incorporation of this organization.

ARTICLE VI--OFFICERS

Section 6.1 Officers

The officers of this corporation shall be Chairman, Vice Chairman and Secretary Treasurer, who shall also constitute the Board of Directors.

Section 6.2 Powers and Duties

- (a) The Chairman shall be the directing officer of this organization and shall preside at all meetings of the Board and at the annual meeting. The Chairman, subject to the approval of the Board, shall appoint the chairman and the members of all sub-committees; shall,

Section 6.2 Powers and Duties (Continued)

with the Secretary-Treasurer, be authorized to sign all contracts and obligations authorized by the Board; and shall perform such other duties as may be designated by the Board.

- (b) The Vice Chairman shall perform such duties as the Chairman in the absence of the Chairman.
- (c) The Secretary-Treasurer shall be responsible for maintaining the written records and documents, of this organization; shall take, or cause to be taken, the minutes of meetings of the Board of Directors and of the members; shall give notification to all Board members of time and place of meetings; and shall be responsible for all correspondence of the Board, and as Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books or records for that purpose; and shall receive and deposit, or cause to be received and deposited, all funds of this organization

Section 6.3 Removal

An officer may be removed from office by a two-thirds (2/3) affirmative vote of all members of the Board for consistent failure to perform the duties of his office or to observe the stipulations of these Bylaws.

Section 6.4 Maximum Term of Office

No officer may hold the same office for more than a total of three consecutive years.

ARTICLE VII--COMMITTEES

Section 7.1 Permanent Committees

The only permanent committee shall be the Finance Committee.

Section 7.2 Composition and Powers and Duties of the Permanent Committee

- (a) The Finance Committee shall consist of the Treasurer and two (2) appointed members. Their duties shall be:
  - (1) To prepare and administer the budget;
  - (2) To plan fund raising activities; and
  - (3) To purchase supplies for mini-centers.

Section 7.3 Other Committees

Other committees as may be required shall consist of one (1) Board member and two (2) appointed members and their duties shall be specified at the time of their formation.

ARTICLE VIII--RATIFICATION AND AMENDMENT

Section 8.1 Ratification

These Bylaws may be ratified by a simple majority of the Board of Directors.

Section 8.2 Amendment

These Bylaws may be amended by two-thirds (2/3) majority vote of those present at the annual meeting, provided that all members shall have been given copies of the proposed changes with the notice of the meeting.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all the Directors of THE HAYWARD CENTENNIALS COMMITTEE, a California non-profit corporation, existing under the laws of the State of California, do hereby certify that the foregoing Bylaws, consisting of eight (8) articles, were duly adopted as the Bylaws of the said corporation on the            day of            , 1974.

IN WITNESS WHEREOF, we have hereunto subscribed our names this day of            , 1974.