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**NILES MAIN STREET ASSOCIATION BYLAWS
ADOPTED BY THE BOARD OF DIRECTORS DECEMBER 2014
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PREAMBLE

Niles was established in the 1850's and was a junction point of the Southern Pacific Railroad lines from Oakland to San Jose and southern coastal points. Vallejo's Mill was the first flourishing flour mill constructed and completed in this country. It was run by water conducted in a long flume from Alameda Creek. Niles at one time was noted for the location of the California Nursery, the largest nursery in California, with the largest rose plantation in the state.

In 1912, Essanay Studios was at the height of its movie making fame. The studio, owned by Gilbert M. "Broncho Billy" Anderson and his partner George Spoor, made famous movies of the time starring Charlie Chaplin, Wallace Beery, and Ben Turpin . Many cowboy adventures were filmed through Niles Canyon and along the main streets of Niles. The towns of Niles, Mission San Jose, Centerville, Irvington, and Warm Springs were incorporated into the City of Fremont in 1956. Today Fremont's Niles District is famous for its historic shopping district, and numerous community events.

After a very extensive application process Niles was accepted as an official Main Street Community in 1996 one of only five downtowns in the entire State of California at that time. The City of Fremont has worked very closely and has taken great pride in supporting the Historic District of Niles. Niles is truly a unique historic community with a proud history and a coalition of devoted citizens matched by none.

BYLAWS NILES MAIN STREET ASSOCIATION

Article I

Name, Governance and Mission

Section 1. Name of Corporation. The name of the corporation shall be **NILES MAIN STREET ASSOCIATION**, a California Non-Profit Public Benefit Corporation, hereafter referred to in these bylaws as the NMSA or Association.

Section 2. Governance: These bylaws, together with the provisions of California Corporations Code Sections 5002 through 6815, inclusive, shall provide the governance for NMSA, a California Non-Profit Public Benefit Corporation established on February 20, 1996 for the purposes set forth in these bylaws and inclusive of its Articles of Incorporation (Secretary of State #1960302).

Section 3. Mission Statement: NMSA is a non-profit, community organization devoted to historic preservation and economic revitalization of the historic Niles commercial and residential district of Fremont, in part through NMSA-sponsored community events that benefit the Niles District.

Article II

Application for Membership

Section 1. Application: Any business or individual *may* join NMSA by completing and filing with the NMSA Secretary a Membership Application Form approved by the Board of Directors of NMSA. The application must reflect the full name of applicant, residence and/or business address, contact telephone number and e-mail address if available, and other such additional information that may be required by the Board of Directors.

Article III

Membership

Section 1. Membership: There are five classes of membership in the association: (1) Individual memberships which include Senior Memberships (over 65 years of age), Student Memberships (under 18 years of age) and regular Adult Membership. (2) Family Memberships which would include two or more members of the same household. (3) Business Memberships which would include one or more owners of the same business. (4) Beneficiary Memberships. (5) Lifetime memberships.

Section 2. Single Vote: Each Membership, be it Individual, Family, Business, Beneficiary, or Lifetime, shall be entitled to only one vote on all matters coming before the membership. Each member's voting rights are conditioned upon the member's payment in full of all dues within 30 days of the due date set by the Board.

Section 3. Annual Membership Dues: Annual Membership Dues for each class, and the due date, shall be determined by the Board of Directors at a regular meeting held not more than sixty (60) days prior to the commencement of the upcoming fiscal year. The fiscal year is defined as July 1 through June 30.

Article IV

Loss of Membership

Section 1. Removal: Membership shall automatically terminate upon the failure to pay annual dues.

Section 2. Resignation: Any member may resign from NMSA at any time by giving written notice to the Secretary of the Board of Directors, the notice shall include the effective date of the resignation. Resigning members shall not be entitled to a refund of all or any portion of the dues paid for the year in which the resignation occurs.

Section 3. Expulsion: Any member may be expelled from NMSA upon a two thirds (2/3) vote of the Board of Directors present at a regularly scheduled meeting. Grounds for expulsion shall be conduct on the part of the member which is prejudicial to

the mission and purposes of NMSA or which brings shame and/or disrepute upon the member or NMSA.

Section 4. Rights of Expelled Member: At least fifteen (15) days prior to the Board meeting at which the expulsion is to be considered, the Board of Directors shall furnish the member with notice of the time and place of the meeting and a full written statement containing the specifics to be evaluated, and advising the member of his/her right to present evidence and be heard at the meeting, either in person, by counsel, or both. Any expulsion voted by the Board of Directors shall not be effective until five days have elapsed following the vote.

Section 5. Finality of the Expulsion: After the Board of Directors decision is rendered the individual and/or business shall be notified and the decision shall be final and binding. There are no appeal rights to an expulsion.

Section 6. Liability of Members: No member of NMSA shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of NMSA.

Article V Membership Meetings

Section 1. Annual Membership Meeting: There shall be a meeting of the membership each year. The date, time and location of the meeting shall be fixed by the Board of Directors.

Section 2. Purpose of Annual Meeting: The purpose of the annual meeting shall be the election of directors of NMSA for the ensuing year, at which meeting each eligible member shall be entitled to one vote. In addition, consideration of such other NMSA business as is properly presented before the membership may be acted upon.

Section 3. Notice of Annual Membership Meeting: Notice of the membership meetings shall be given not less than twenty (20) days, no more than ninety (90) days, before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. The notice shall give the time, date and location of the meeting, and shall include an agenda of all matters which the Board intends to bring to the membership for action. It shall also include a list of the names of those persons who have been nominated for positions on the Board of Directors as of the date the notice is given. The notice shall be given either personally, by mail or email to the member at the address or e-mail address shown for the member on the official records of NMSA.

Section 4. Conducting NMSA Business at Annual Meeting: One-third (1/3) of the members in good standing of NMSA, personally present, shall constitute a quorum at the annual meeting of members. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote, voting on any matter, shall be the act of the membership of NMSA. The members present at any meeting at

which a quorum was present at the outset 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.

Section 5. Special Meetings: Special meetings of the membership for any lawful purpose may be called at any time by the President of the Board, the Board of Directors, or upon the written request of five (5%) percent of the members in good standing served upon the Secretary of NMSA.

Section 6. Notice of Special Meetings: Notice of special meetings of the membership called at the behest of five (5%) percent of the members shall be given not less than thirty-five (35) days nor more than ninety (90) days prior to the meeting. It shall also include an agenda of the matters to be presented for consideration, and a statement that no other matters will be considered. Any action may be taken, as the Board of Directors deems appropriate, and consistent with current Board of Directors authority.

Section 7. Adjournment of Special Meeting: When a members' meeting is adjourned to another date, time or place, no further notice of the adjourned meeting need be given if the date, time and place are announced at the meeting at which the adjournment is taken. No special meeting may be adjourned for more than forty-five (45) days.

Article VI

Board of Directors Meetings

Section 1. Meetings and Actions: The NMSA Board of Directors shall conduct meetings for purposes of the general operation and business of NMSA not less than six times each year. An agenda shall be prepared by the President of the Board of Directors and distributed no later than five (5) days before the monthly meeting.

Section 2. Notice of Regular Meetings: The schedule of regular Board of Directors Meetings shall be posted on the NMSA website.

Section 3. Special Meetings of the Board of Directors: Special meetings shall be held as necessary, on the call of the President or at the behest of four or more members of the Board of Directors.

Section 4. Notice of Special Meetings of the Board of Directors: Notice of special meetings of the Board of Directors shall be given to all members of the Board of Directors, either in writing by personal delivery or mail, or by phone or e-mail, at least seventy-two (72) hours prior to the meeting.

Section 5. Quorum: At all meetings of the Board of Directors, a simple majority of the Board members shall constitute a quorum for transacting NMSA business. In the

absence of a quorum, the Board of Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present. However, if the adjournment exceeds twenty-four (24) hours, then notice of the date, time and place of the following meeting shall be given to those members who were not present at the adjourned meeting.

Section 6. Actions of the Board of Directors Binding: Unless these bylaws provide otherwise, on any issue, a majority vote of those members of the Board of Directors actually present at a duly called meeting of the Board of Directors at which a quorum was present is the binding action of the Board of Directors and NMSA. A board member will be considered present for purposes of a quorum if participating by telephone or computer where all other members can hear the member.

Section 7. Assent to Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors outside of a regularly called meeting, if assented to in writing by all members of the Board of Directors, shall be as valid and effective as if passed by the Board of Directors at a regular meeting. The actions or writings shall be filed in the minute book of the NMSA.

Section 8. Oral Public Communications at Monthly Board Meetings: The Monthly Board meeting agenda provides for "Oral Public Communications" and the Board welcomes speakers. Since items under Oral Public Communications are often not on the agenda, the Board may or may not take action on any item brought forward and instead may take the issue under consideration for study and act on the issue at a future meeting.

Article VII

Board of Directors

Section 1. Board of Directors: The NMSA shall be governed by a Board of Directors consisting of eleven (11) members in good standing. Directors shall be elected, or affirmed, by the membership at the annual membership meeting in each year.

Section 2. Nominations: Nominations for office in directorship elections may be made by any member in good standing by written or email notification of such nomination to the Secretary of the Board of Directors of NMSA. However, nominations shall close thirty (30) days prior to the election. Voting by proxy shall not be permitted.

Section 3. Terms: Newly elected directors' terms shall begin on the first day of the month immediately following their elections or appointments. Terms for members of the Board of Directors are for three (3) years and are staggered.

Section 4. Vacancies, Removal and Appointment: Vacancies occurring on the Board of Directors by reason of death, disability, resignation, removal or other exigency (except expiration of term) shall be filled by a vote of the remaining directors, acting at a regular meeting, or a special meeting, duly noticed, at which a quorum is present. Nominations

by other than Board of Directors members shall not be accepted. The appointment will be for the remainder of the term of the Board of Directors member being replaced.

Section 5. Removal from the Board of Directors: Any director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, may be removed from office by a simple majority vote of the Board of Directors. Any director who, during the course of his/her term, fails to meet all of the duties to be a director which were in place at the time of his/her election, may be removed from office by a simple majority vote of the Board of Directors.

Article VIII Duties of Board of Directors

Section 1. Board of Directors of NMSA: The Officers of the Board of Directors of NMSA shall be elected to one-year terms and consist of the following: President, Vice-President, Secretary, and Treasurer. The President and Vice-President shall be members of the Board of Directors, and shall serve, respectively, as the Chair and Vice-Chair of the Board of Directors during their terms as President and Vice President of the NMSA.

Section 2: General Powers of the Board of Directors: The Board of Directors shall manage the business of NMSA, subject to the restrictions imposed by law, by the Articles of Incorporation, these bylaws, and policies of NMSA, and may exercise all legal powers of the NMSA.

Section 3: Duties of President: The President shall preside over all business meetings, or may at his/her discretion, appoint another to do so on an interim basis. If the President determines a conflict has arisen during the meeting then Roberts Rules of Order shall prevail. The President shall represent NMSA, and shall perform those duties which are normally attendant upon the office, together with such other undertakings as may be directed by the Board of Directors.

Section 4: Duties of Vice-President: The Vice-President shall represent NMSA and perform all presidential duties on behalf of NMSA when the President is unable to do so, and carry out such other tasks as the President and/or Board of Directors may direct.

Section 5: Duties of Secretary: The Secretary shall record and maintain minutes of all meetings of NMSA, and shall keep and safeguard all of its records and correspondence. The Secretary shall also carry out such other tasks as may be required by the President and/or Board of Directors.

Section 6: Duties of Treasurer: The Treasurer shall keep and maintain the financial records of NMSA, and shall carry out such other tasks as may be directed by the President and/or Board of Directors. The Treasurer along with the President shall ensure that an annual audit of NMSA books is conducted and a copy of the audit report is

presented to the Board of Directors no later than 90 days at the conclusion of the fiscal year.

Section 7: Duties of ~~Other~~ Board Members: All members of the Board of Directors shall attend meetings, endeavor to recruit new members and actively support NMSA committees and events.

Section 8: Vacancies: If the position of President becomes vacant during the term of office, it shall be filled by the Vice-President. Any remaining *Board* vacancy shall be filled *by appointment* of the Board of Directors at their next regularly scheduled meeting, or at a specially called meeting. An appointment to fill a vacant position shall be in effect until the next annual membership meeting where elections occur.

Section 9: Emeritus Members: Former Board members may be recognized as Emeritus members in an ex officio capacity as advisors to the Board. This position is not a voting member of the Board and does not contribute to a Board of Directors quorum.

Section 10: Performance of Duties: Each director shall perform his/her duties earnestly and in good faith, and in a manner such director believes to be in the best interests of NMSA. Each director shall attend all meetings of the Board of Directors, absent just cause for his/her absence.

Article IX Committees

Section 1: Committees: The Board of Directors may establish such Committees of the Board as it deems appropriate to oversee, plan and execute the business and projects of the organization.

Section 2: Members of Committees: Each committee shall consist of at least one Board liaison. The committees shall report to the Board of Directors whenever appropriate, and may make such recommendations to the Board of Directors. However, final authority over all matters within the committees' purview shall remain with the Board of Directors.

Article X Finances

Section 1. Deposits in Banks: All funds of NMSA shall be deposited by the Treasurer to the credit of the NMSA in such banks, trust companies or other financial institutions as the Board of Directors may select.

Section 2. Gifts: NMSA may accept any contribution, gift, bequest, and legacy or devises of personal and real property,

Section 3. Adoption of Budget: On or before July 30 of each year, the Board of Directors shall approve and adopt a budget for the upcoming fiscal year. However, the approved budget may be revised, by the Board of Directors, periodically so as to insure a proper relationship between revenue and expenses.

Section 4. Annual Fiscal Report: On or before September 1 of each year, the Board of Directors shall prepare, or cause to have prepared, a balance sheet showing in reasonable detail the financial condition of NMSA as of the close of the previous fiscal year, and an income and expense statement showing the results of the operation of NMSA during the previous fiscal year.

Article XI Transparency

Section 1. Right of Inspection: In an effort to be completely transparent to our members and general public and in compliance with California Corporations Code Section 6330(a) through (c), inclusive, NMSA shall post on our website our financial reports, action minutes of Board of Directors meetings and other information of general interest to our members and the public.

Article XII Bylaw Amendments

Section 1. Amendment of Bylaws: These Bylaws may be amended by the members of NMSA pursuant to the provisions of Sections 5033 and 5150 of the California Corporations Code, or by a two-thirds (2/3) vote of the Board of Directors at a regularly called meeting at which a quorum is present, provided that no such amendment brings these bylaws into conflict with any provision of the California Non-Profit Public Benefit Corporation Act, and further provided that no such amendment shall adversely affect NMSA Section 501(c)3 status under the Internal Revenue Code of 1954, or corresponding sections of any future law.

Section 2. Notice of Amendments. Notice of intention to change or amend these bylaws, and the proposed change or amendment must be given, verbatim, in writing to all voting members at least thirty (30) days prior to the annual meeting by the Board of Directors.

Section 3. Board of Directors Review Amendments: The Board of Directors shall study and consider proposed amendments and shall report its recommendations thereon to the membership before amendments are voted on.

Section 4. Voting on Amendments. To become permanently adopted, any recommended change in the bylaws shall be ratified by a majority of eligible members voting at the annual meeting.

Article XIII Miscellaneous Provisions

Section 1. Fiscal Matters: The fiscal year of NMSA shall begin July 1, and end June 30.

Section 2. Corporate Seal: The corporate seal of NMSA shall be in such form as the Board of Directors shall determine and shall contain the name of NMSA, the date and state of its creation, and such other matters as the Board of Directors may determine. It or a facsimile thereof may be used in any manner deemed appropriate by the Board of Directors.

Section 3. Principal Offices: Offices of NMSA may be established at such places as the Board of Directors may designate.

Section 4. Notice and Waiver of Notice: Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if addressed to the person at their last known address. Such notice shall be deemed to have been given on the day of such mailing. The person entitled to notice may waive any notice required to be given under these bylaws.

Section 5. Administrative Policies and Procedures: Administrative policies and procedures *may be* developed, modified and updated, by the Board of Directors ~~and/or Executive Director~~ to support the bylaws of NMSA.

Section 6. Indemnification: NMSA shall defend, indemnify and hold harmless any officer or director against any claim arising out of any alleged or actual action or inaction in the performance of duties determined by the Board of Directors to be performed in good faith on NMSA's behalf.

Section 7. Insurance: NMSA shall purchase and maintain adequate insurance on behalf of its officers and directors against any liability asserted against or incurred by one while acting in good faith as an agent of NMSA.

Section 8. Compensation of Board of Directors: No member of the Board of Directors, other than the Executive Director, may receive compensation except for actual expenses incurred in the performance of official duties and for which budgetary provision has been made by the Board of Directors.

Section 9. Retention of Property Interest: All right, title, and interest, both legal and equitable in and to property of NMSA, shall remain in NMSA.

Article XIV Rules of Order

Section 1. Roberts Rules of Order: In the absence of any provision to the contrary in these bylaws or policies of NMSA, all meetings of NMSA shall be governed by the

parliamentary rules and usages contained in the current edition of Robert's Rules of Order, Revised.