

Impact 100 East Bay, Inc. Bylaws

Article I - Members

Section 1: Membership.

The Corporation shall consist of at least twenty-five (25) members with the goal to reach or exceed one hundred (100) Members. Members are those who contribute the required annual gift of one thousand dollars (\$1,000.00) to the Corporation paid by cash, check, credit or debit card, e-check, wire transfer, marketable securities, or by corporate scholarship award, which shall be applied in its entirety toward the Corporation's Annual Awards (charitable grants). Contributions in excess of one thousand dollars (\$1,000.00) shall be applied at the direction of the donor, or if not designated, to operating costs and future supplemental grant awards.

Members renew their membership on a calendar year basis or may pre-pay several years' membership donations in advance. **New members who join before July 1 can also be included in the Fall Grant Awards. Members electing to pay on an installment plan established with Treasurer, must complete their plan payments prior to the Corporation's Annual Awards.**

Section 2: Obligations of Membership.

Persons shall contribute the required annual gift to the Corporation to be members in good standing. Once the annual gift is made to the Corporation, the gift becomes the property of the Corporation and, as such, is not refundable.

In addition to the required annual gift, the Board of Directors may establish Annual Membership Dues payable by Members to the Corporation for the purpose of paying the Corporation's administrative and operating costs in furtherance of its charitable purposes.

Section 3: Attendance.

Members are encouraged, but not required, to attend the Annual Meeting prescribed in Article II.

Section 4: Voting.

A member in good standing, who has completed the \$1,000 annual gift, whether by direct or installment payment, by donation of securities or by scholarship, has the right to cast only one vote for the purpose of selecting that year's grant recipient(s).

If voting is processed electronically, members in good standing will be allowed at least ten days after the "Meet the Finalists" presentation to submit their ballot. The member's

email address of record on file will be used to publish voting instructions, submit Conflict of Interest declaration, and present ballot for all matters to be voted upon.

Members in good standing who, for whatever reason choose to resign their membership before the Annual Meeting, retain the right to vote at the Annual Meeting.

Section 5: Voting – Conflict of Interest.

Each member will be asked to sign a *"Conflict of Interest Declaration"* prior to receiving her ballot. Since it is the expectation that a member will not personally benefit from a Grant allocation, a member may not vote for a Grant Recipient that will benefit her personally. In the event that a member discloses a conflict of interest, her ballot shall be reviewed by the Conflict of Interest committee, consisting of President, Treasurer and **Governance** Chair, to ensure that no personal benefit will be conferred. If the member casts her ballot in a manner that benefits her personally, her vote will be disqualified and will not be counted.

Article II -Members Annual Awards Celebration

Section 1: Annual Meeting of the Members.

The Annual Meeting of the members of the Corporation shall be held at a place each year as designated by the Board of Directors at their January Board Meeting, and at the time stated in the notice thereof, for the sole purpose of selecting the grant recipient(s).

Section 2: Notice.

Notice of the Annual Awards Celebration and any special meeting of the membership shall be given at least thirty (30) days prior to the event by notice to each member. Notice may be given personally, by e-mail, by U.S. Mail, or by telephone prior to such meeting at each Member's respective address or telephone number as they appear on the records of the Corporation.

Section 3: Quorum.

A majority of the members in good standing shall constitute a quorum for the transaction of business, and the action of a majority of the members at a meeting where a quorum is present shall be the action of the members. In the event that the outcome of a vote of the Membership results in a tie, the vote by the Board of Directors shall decide the outcome.

Section 4: Conduct of Meetings.

Meetings of the members shall be presided over by the president of the Board of Directors. The secretary of the corporation or, in her absence, a person chosen at the meeting, shall act as secretary for the meeting and shall maintain a record of the business transacted.

Article III -Board of Directors

Section 1: General Powers.

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2: Number, Tenure and Qualifications.

The number of directors on the board shall be not less than seven (7) and not more than fifteen (15). The number of directors shall be fixed from time to time by the Board of Directors, and the number so fixed shall comprise the entire Board of Directors.

The term of a director shall be up to three years. A person who has served two consecutive three-year terms as a director is not eligible to serve on the Board of Directors for a period of one year. Directors shall be members in good standing as elected by the Members. **Exceptions: (1) In the event there is no viable candidate for an existing position to be vacated as determined by the Board, said director may continue until a suitable replacement is identified and appointed by the Board of Directors. (2)** If a Board member is serving as President during the sixth year of two consecutive terms, said director may remain on the Board for a seventh year as Past President, regardless of term limit status.

Directors shall be ratified by the members. They shall begin their respective terms at the first meeting of the Board of Directors following their election or appointment. Each director shall hold office until her successor has been duly ratified by the Board in the event of a director's resignation or until her death or until she resigns. Every attempt should be made to equalize Board turnover to ensure continuity and fresh prospective.

Section 3: Vacancies.

In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors by an affirmative vote of a majority thereof, may ratify a successor to hold office until the next annual meeting of the directors and at that meeting membership, at which time a permanent successor shall be ratified by the membership for the remainder of the resigning vacating director's term of office.

Section 4: Removal.

A director may be removed for cause by a vote of two thirds (2/3) of all directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least five (5) days prior thereto.

Section 5: Compensation.

Directors shall not receive salary or compensation for their services. Directors may be reimbursed for out of pocket costs for the benefit of the corporation which have been specifically approved at a regular meeting of the Board of Directors.

Article IV -Meetings of the Board of Directors

Section 1: Annual Meeting of the Board of Directors.

The Annual meeting of the Board of Directors of the Corporation shall be held at any place which may from time to time be selected by the directors, on the date of each year designated by the Board of Directors and at the time stated in the notice thereof, for the purpose of ratifying new board members and electing officers. Notice of the time and place of such Annual Meeting shall be given in the manner hereinafter prescribed.

Section 2: Regular Meetings.

Any Regular meeting of the Board of Directors may be held at such time and at such places as may from time to time be determined by resolution of the Board, which resolution may authorize the president to fix the specific date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter prescribed.

Section 3: Special Meetings.

A Special meeting of the directors may be called by the president, or may be called by the president or secretary at the direction of two or more directors then in office, or as may otherwise be provided by law. Any request for such a meeting shall state the purpose or purposes of the proposed meeting.

Section 4: Notice.

Notice of the annual meeting, any regular meeting or a special meeting of the Board of Directors shall be given by written notice, at least five (5) days prior to such meeting, to each director at his or her address as shown by the record of the Corporation. Notice also may be given personally, by e-mail or by telephone at least five (5) days prior to such meeting at the respective addresses or telephone numbers as they appear on the records of the Corporation.

Section 5: Quorum.

Attendance of at least one half (1/2) of the directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the directors present at meetings at which a quorum is present shall be the action of the Board of Directors unless an action requires a higher voting margin of the directors then in office as specifically required by statute or other sections of the bylaws.

Section 6: Conduct of Meetings.

Meetings of the directors shall be presided over by the president, or in her absence, another Board member of her choosing. The secretary of the corporation or, in her absence, a person chosen at the meeting, shall act as secretary of the meeting.

Section 7: Absentee Voting.

A director may participate in a meeting, record opinions and vote by telephone, or e-mail, provided she has received appropriate notice of the meeting and materials in support of the agenda items. Additionally, a director may designate a proxy to represent her at a meeting she is unable to attend. Such designation shall be in writing and given to the secretary at least 24 hours prior to said meeting. The proxy is only valid for the specific meeting identified in the writing signed by the principal. A director may exercise this option only once each calendar year.

Section 8: General Powers as to Banking.

The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents who shall from time to time be authorized to make, sign or endorse the same on behalf of the corporation. Any payment in excess of one thousand dollars must be approved by the Board of Directors prior to its issuance. Any smaller amount shall be issued by the Treasurer or Assistant Treasurer and ratified at the next regular board meeting, as reported in the Treasurer's Report. Any grant award payments are deemed due and payable upon the Membership's Vote, and consistent with the terms of the contract entered into following the award, such payments shall be deemed ratified and approved by the Board of Directors without further consideration, except in the event of a contractual breach.

Section 9: Powers as to Other Documents.

The Board of Directors may authorize any officer or officers, agents or agents, to enter into any contract or execute or deliver any conveyance or other instruments in the name of the Corporation and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by any two of the following officers, President, Vice President, Treasurer or Secretary.

Article V -Officers

Section 1: Officers.

The Officers of the Corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 2: Term of Office.

The term of office for all officers shall be up to three years and shall commence upon their ratification of election or appointment and shall continue until the next annual meeting of the Membership in which their position is up for election/ratification, and thereafter until

their respective successors are chosen or until their resignation or removal. An officer may resign by written notice to the Board of Directors. The resignation shall be effective upon its receipt by the Board of Directors or at a subsequent time specified in the notice of resignation. The Board of Directors shall have the power to fill any vacancies in any offices occurring for whatever reason as prescribed herein.

Section 3: Compensation.

The officers of the Corporation shall receive no compensation. Officers may be reimbursed for out of pocket costs for the benefit of the corporation which have been specifically approved at a regular meeting of the Board of Directors.

Section 4: Removal.

The Board of Directors may remove any officer, whenever in its judgment the best interests of the Corporation would be served thereby, by two-thirds (2/3) majority.

Section 5: President.

The president, elected by the Board of Directors, shall preside at all meetings of the Board of Directors and at the Annual Awards Celebration of the members. She shall have and discharge all duties incident to the office of president and such other duties that the Board of Directors shall assign to her from time to time. The president shall execute for the Corporation any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 6: Vice Presidents.

The vice presidents elected by the Board of Directors shall in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as the Board of Directors shall prescribe. In the absence of the president, a vice president and the secretary or treasurer may execute for the Corporation any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 7: Secretary.

The secretary shall keep the minutes of the Annual Awards Ceremony of the members and minutes of all meetings of the Board of Directors, and see that all notices are given according to the provisions of these Regulations and as required by law. She shall be custodian of the record. The secretary has charge of the membership register of the corporation and in general, performs all duties incident to the office of secretary and such other duties as the Board of Directors or the president may assign her from time to time. In the absence of the president, the secretary and the vice president may execute for the Corporation any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 8: Treasurer.

The treasurer shall receive and be responsible for all funds of and securities owned or held by the corporation and, in connection therewith, among other things: keep or cause to be kept full and accurate records and accounts for the corporation; deposit or cause to be deposited to the credit of the corporation all monies, funds, and securities so received in such bank or other depository as the Board of Directors may establish from time to time; and disburse the funds of the corporation as may be properly authorized. She shall render financial and other appropriate reports on the condition of the Corporation at any meetings or from time to time whenever the Board of Directors may require. She shall perform all the duties incident to the office of Treasurer and such other duties as the President or Board of Directors may assign to her from time to time. In the absence of the president, the treasurer and the vice-president, may execute for the Corporation any contracts, deeds, bonds, or other instruments, which the Board of Directors has authorized to be executed.

Article VI -Committees

Section 1: Committees of the Board.

The Board of Directors may designate one or more committees, each of which shall consist of one or more directors. Such committees shall have and may exercise such powers of the Board of Directors in the management of the corporation as may be conferred or authorized by the resolutions appointing them; however, no committee shall have the power to fill vacancies among the directors. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee. Such committees shall act subject to the direction of the Board of Directors. Acts of any committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Directors.

Section 2: Term of office.

The term of office for a member of a committee is one year, and each member of a committee shall continue as such until her successor is appointed.

Section 3: Committee Chair Appointments.

The Board of Directors will appoint a chair for each committee.

Section 4: Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointment.

Section 5: Quorum.

Attendance of one-half (1/2) of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Absentee Voting.

A committee member may participate in a meeting; record opinions and vote by telephone, or e-mail, provided she has received appropriate notice of the meeting and materials in support of the agenda items. Additionally, a committee member may designate a proxy to represent her at a meeting she is unable to attend. Such designation shall be in writing and given to the committee chair at least 24 hours prior to said meeting. The proxy is only valid for the specific meeting in the writing signed by the principal. A committee member may exercise this option only once each calendar year.

Section 7: Rules.

Each committee may adopt rules of its own governance not inconsistent with the bylaws or with rules adopted by the Board of Directors. Such rules shall be ratified by the Board of Directors. The chairman, or a majority of the members of any committee may fix the time and place of its meeting.

Article VII -Indemnification and Insurance

The Corporation shall indemnify, to the full extent permitted by the Nonprofit Corporation Law of California, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was a director, officer, employee, volunteer, or trustee of the corporation, or if she was serving at the request of the corporation as a director, officer, member, employee, volunteer, or trustee of another nonprofit corporation.

The Corporation shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of California.

The Board of Directors may purchase insurance for the purpose of indemnifying its directors, officers, members, employees, volunteers, or trustees while in office.

Article VIII -Books and Records

The Corporation shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Article IX -Fiscal Year

The fiscal year of the Corporation shall end on December 31.

Article X -Amendments

The powers to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, and shall be ratified by the membership at its next annual meeting. Such action may be taken at a regular or special meeting for which written notices of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Adopted by the Board of Directors, September 8, 2016

Revised by the Board of Directors, July 11, 2023

APPENDIX I Conflict of Interest Declaration and Record of Resolution

To: President and Treasurer of **Impact 100 East Bay Declaration of Interest**

I understand that if I, my family members and close relatives and personal friends have any direct or indirect interest in any company which has business dealings with **Impact 100 East Bay**, I shall make a declaration to the governing body.

% I have no conflict of interest to declare.

% I would like to declare the following existing and/or potential conflict of interest situation arising from the discharge of my duties concerning the operation of **Impact 100 East Bay** as members of the organization:

(a) Persons/companies with whom/which I have official dealings and/or private interests:

(b) Brief description of my duties which involved the persons and/or companies mentioned in item (a) above:

Position and Name:

Signature: Date:

Record of Resolution by the Conflict of Interest Committee **(President, Governance and Treasurer)**

With respect to the above declaration, the President, Governance and Treasurer have made the following determination:

% (*name of the person making the declaration*) should refrain from performing or getting involved in performing the work/duty, as described in Part A, which may give rise to a conflict.

% (*name of the person making the declaration*) may continue to handle the work/duty as described in Part A, provided that there is no change in the information declared above.

‰ Other (please specify):

President: Date:
Governance Date:
Treasurer: Date:

APPENDIX II Voting by Proxy

DESIGNATION AND APPOINTMENT OF PROXY ‰ Board of Directors ‰ Committee* ‰ Annual Meeting

*(*Name of Committee :)*

The undersigned is entitled to vote at the meeting identified above of **Impact 100 East Bay** scheduled for *(date)* , at *(time)* , for which I have received timely notice.

The undersigned designates and appoints as proxy.

By this designation and appointment, the Proxy may attend and represent me, with the full power to vote and act on my behalf, to the extent and with the same effect as, if I were personally present.

The Proxy may vote on all issues and motions that are properly presented at the meeting for which this designation is effective and, unless I have personally instructed the Proxy otherwise, shall have the authority to vote entirely in her discretion.

This designation revokes any prior designation of proxy that I may have given with respect to my interest in **Impact 100 East Bay**. I have not previously exercised this right to absentee voting during this calendar year.

This designation of proxy shall be effective immediately, and shall terminate at the conclusion of the above meeting of **Impact 100 East Bay**.

Position and Name:

Signature: Date: