

# **PACIFIC INDUSTRIAL & BUSINESS ASSOCIATION**

## **BYLAWS**

November 2003 (Developed, Reviewed and Recommended by The Executive Committee)

# **BYLAWS OF PACIFIC INDUSTRIAL & BUSINESS ASSOCIATION**

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## **ARTICLE I - Name**

The name of the corporation is **PACIFIC INDUSTRIAL & BUSINESS ASSOCIATION** (hereinafter referred to as the “Corporation”).

## **ARTICLE II - Principal Place of Business**

The principal office for the transaction of the business of the Corporation shall be located in the State of California in either the County of San Mateo, the County of Santa Clara, or in such community or county as the Board of Directors shall designate.

## **ARTICLE III - Objects and Purposes**

The Corporation shall be operated exclusively as a non-profit organization within the limitations of its Articles of Incorporation, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation shall be operated for educational and charitable purposes with the goal of creating a more financially sustainable, socially responsible and environmentally friendly infrastructure in the San Francisco Bay Area and surrounding areas (together, the “Region”). The Corporation shall accomplish its purposes by supporting research efforts and providing various educational programs including, but not limited to, the following:

- a. Conducting meetings and seminars presented by its action committee network to provide information to the public concerning way in which the Region could function in a more sustainable and responsible manner;
- b. Convening dialogue and supporting research to study potential solutions to new challenges affecting the sustainability of the Region;
- c. Promoting responsible employment practices by encouraging employers to support the professional growth of their employees and to support participation in community outreach activities;
- d. Undertaking new initiatives to contribute to the creation of a more just and sustainable society.

## **ARTICLE IV - Membership**

Membership is limited to the following groups:

### **Section 1. Active Membership (Voting)**

Active membership is open to all businesses operating in the Region. Once an applicant has been accepted for membership, active membership is maintained by annual payment of dues.

Active members are allowed to attend all meetings and enjoy all benefits of the organization without prejudice.

## **Section 2. Honorary Membership (Non-Voting)**

Honorary membership may be granted to individuals and businesses in the following categories:

- a. Those individuals who have retired from active business assignments with member firms and whose previous service to the Corporation has been deserving of recognition.
- b. Those who have provided exemplary service to the Corporation.

Proposals for Honorary membership shall be submitted to the Executive Committee and the Board of Directors for approval.

## **Section 3. Special Membership (Non-Voting)**

Special membership may be granted by the Executive Committee to individuals who fit the requirements of special categories, upon the recommendation of the Board of Directors. The designation of such categories, the selection of such individuals, and the qualifications, obligations, and rights of such special members shall be determined from time to time by the Board of Directors. Such special memberships shall be non-voting.

## **Section 4. Applications for Membership**

Applications for membership shall be signed by the applicant and filed with the Corporation's Executive Director and/or the business office. The membership application shall be presented to the Executive Committee for acceptance at its next meeting, and whose action thereon shall be final.

## **Section 5. Expulsion of Members**

The Executive Committee, by a two-thirds majority vote, may expel or suspend a member for cause after an appropriate hearing. The Executive Committee, by a two-thirds majority vote of those present at any regularly constituted meeting, may also terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, as set forth in Article V of these bylaws, for a period of three (3) months.

## **ARTICLE V - Dues**

The schedule of dues shall be determined by the Executive Director and approved by the Executive Committee. Each business, firm, or corporation holding active membership shall pay

such dues annually to the Corporation office to maintain active membership.

Members who fail to pay the prescribed dues within three (3) months of the date due are subject to suspension by a two-thirds majority vote of the Executive Committee and shall, for the period of suspension, forfeit all the rights and privileges of membership in the Corporation.

By majority approval of the Executive Committee, dues may be waived entirely for any member for a period not to exceed one year. Honorary members shall not be required to pay dues.

## **ARTICLE VI - Voting**

Active members may vote on the selection of officers, Board of Directors, and amendments to these bylaws, as directed in Article XII .

Where active membership is held in the name of a firm or corporation, one designated person of the same shall exercise the voting power and one additional person shall be designated as an alternate.

Honorary and special members shall have the privilege of the floor, but shall not be entitled to vote. Each voting membership shall be entitled to one vote.

## **ARTICLE VII– Board of Directors**

### **Section 1. General**

There shall be a Board of Directors consisting of the President, three Vice Presidents, a Secretary/Treasurer, the Immediate Past President, and not less than seven additional members to be elected as hereinafter provided and to serve for a term of three years. **[All past presidents shall be ex-officio members of the Board of Directors.]** One-third (or the closest approximation thereto) of the Board of Directors, including the officers, shall be elected by the membership at each annual meeting.

All directors must attend at least three board meetings per year, and in any instances when they cannot attend board meetings, shall send an appropriate representative (authorized to vote on their behalf) from their organization to act in their stead at the board meetings.

### **Section 2. Eligibility**

Any person is eligible to be a director of the Corporation who meets a minimum of two of the following eligibility requirements:

- a) Is the designated representative of a business that meets the eligibility requirements for membership in the Corporation;
- b) Individually meets the eligibility requirements for membership in the Corporation;
- c) Has had prior responsibilities within the activities of the Corporation;

- d) Has had prior responsibilities as a director with at least one other non-profit organization;
- e) Has demonstrated a willingness and ability to support the Corporation.

In special circumstances, persons not meeting a minimum of two of these eligibility requirements may be made eligible to be a director of the Corporation by special approval of the Executive Committee.

### **Section 3. Terms of Office**

Directors shall hold office for a term of up to 3 years so long as they remain eligible under the terms of Membership. Terms of office shall be staggered so that one fourth to one third of the terms expire each year. No director shall be eligible to serve more than two consecutive terms. A member who has served two full consecutive terms shall not be eligible to serve again as a director before the passing of one year.

### **Section 4. Election of Directors**

Directors shall normally be elected by a majority of the members in attendance personally (or by proxy) at the annual general meeting of the Corporation. The election of directors shall be conducted by voice vote, or in circumstances deemed necessary by a majority of the Executive Committee, in their discretion, by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

### **Section 5. Nomination of Directors**

Nominations for vacant director positions shall be submitted in writing to the chair of the committee responsible for nominations at least 30 days in advance of the annual meeting at which the vote is to be held. It shall contain the signature of two members of the Corporation in good standing and a signed acceptance of the nomination by the nominee.

### **Section 6. Vacancies**

Any vacancy in a director position, however caused, may be filled by a majority vote of the remaining directors so long as a quorum of directors remains in office. A director so elected shall remain in office for the duration of the vacant term (or until the next meeting at which directors are to be elected, whichever occurs first). The remaining directors shall not fill a vacancy in the manner specified in this clause during the ninety (90) day period immediately preceding an annual general or special meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacant director positions.

### **Section 7. Meetings**

Meetings of the Board of Directors may be held at such times and at such places as the Board may from time to time determine. The Board shall meet four times each year, and all directors must attend at least three such meetings, or shall send an appropriate representative (authorized

to vote on their behalf) from their organization in their place.

### **Section 8. Removal of a Director**

Any director elected by the membership and or appointed by the Executive Committee and Board of Directors may be removed either: (1) by a unanimous vote of the Executive Committee (excluding the challenged director, if he is also a member of the Executive Committee), whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed; or (2) if the director otherwise ceases to be eligible as a member under the terms of Membership.

### **Section 9. Conflict of Interest**

Where a director, either on his or her behalf or while acting for, by, with, or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he/she:

- a) Shall disclose his/her interest fully at a meeting of the directors;
- b) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after, or during the meeting influence the voting on any such questions.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if know to the director, be deemed to be also the pecuniary interest of the director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

### **Section 10. Remuneration of Directors**

The directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his or her position.

### **Section 11. General and Specific Powers**

The directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporation, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statues or common law regarding charities, and, without limiting the generality of the foregoing, shall have the following powers in particular: power to accumulate, invest, solicit donations and grants, hold and dispose of real and personal property, hire employees and engage agents, sue and settle claims, set remuneration and fees, issue checks, make policies, rules and regulations, and any restriction on such powers.

### **Section 12. Powers of Individual Directors**

No individual director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in these bylaws or by resolution of the Board. No individual director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provide in these bylaws or by resolution of the Board.

### **Section 13. Directors' Accountability**

The Board and individual directors represent the membership of the Corporation and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every director of the Corporation shall exercise the powers and discharge the duties of their office honestly, in good faith, and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

## **ARTICLE VIII – Officers - Powers and Duties**

### **Section 1. General**

The Corporation shall have the following officers: a President, a Vice President of Planning, a Vice President of Operations, a Vice President of Marketing/ Membership, a Secretary/Treasurer, Executive Director and the Immediate Past President.

### **Section 2. President**

The President shall preside at all business meetings of the Corporation. As the Head of the Executive Committee, the President shall enforce the Corporation's laws and execute the will of the Board of Directors. The President shall be authorized to sign or countersign those documents requiring the signature of a corporate officer. During the absence of the President, one of the Vice Presidents designated by the President, the immediate Past President or, in the event of the President's incapacity, one of these designated by the Executive Committee, shall exercise all powers and discharge all duties of the President.

### **Section 3. Vice President of Planning**

The Vice President of Planning shall chair a Planning Committee to advise the Executive Committee of the effect of decisions on long-range needs, and shall develop programs to meet those needs and to identify new needs.

### **Section 4. Vice President of Operations**

The Vice President of Operations shall chair an Operations Committee to coordinate the activities of the standing committees of the Corporation, organize meetings as required, and propose committee chairs for Executive Committee approval.

**Section 5. Vice President of Marketing/Membership**

The Vice President of Marketing/Membership shall chair a Membership Committee to develop an effective program addressing membership recruitment, orientation, services, and retention.

**Section 6. Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for working with the Executive Director in the preparation of the Corporation's annual operating budget and for the regular review of the Corporation's fiscal activities relating to the budget. The Secretary/Treasurer shall be authorized to sign or countersign those documents requiring the signature of a corporate officer / secretary.

**Section 7. Immediate Past President**

The Immediate Past President shall serve as Chairman of the Nominating Committee, chairing the committee to recommend, review, and select the annual slate of officers and Board of Directors. Additionally, in the event of the President's incapacity, the Immediate Past President shall exercise all powers and discharge all duties of the President as one so designated by the Executive Committee.

**ARTICLE IX – Professional Staff**

**Section 1. Executive Director**

The Executive Director shall be hired by the Executive Committee as an exempt employee. The Executive Director shall: manage and conduct the correspondence of the Corporation; have fiscal responsibility for the Corporation; keep complete and accurate records of all transactions; perform all duties under the direction of the President; see that the wishes of the members of the Corporation are carried out in accordance with the Corporation's policies and directives; perform other such duties as may be required by the President or the Board of Directors; and perform such other duties as usually appertain to the office of Executive Director, including directing the activities of the Operations Manager.

The Executive Director shall receive and maintain custody of all monies and securities belonging to the Corporation, under the direction of the Executive Committee, and shall deposit the same in such bank or banks as the Executive Committee may, by resolution, designate.

The Executive Director shall exercise complete authority over matters of Corporation office personnel, with the exception of the Executive Director's compensation, which shall be determined annually by the Executive Committee.

At the discretion and upon direction of the Executive Committee, the Executive Director shall provide a satisfactory bond for faithful performance, the amount of said bond to be determined by the Executive Committee and the expense of it borne by the Corporation.

The Executive Director shall prepare an annual plan for the Executive Committee to approve.

The Executive Director shall present to the Executive Committee a monthly statement of income and expense and a balance sheet. At the close of each year, the Corporation records shall be subject to a third party audit and a report on the audit shall be delivered to the Board of Directors.

Upon leaving the office of Executive Director, all monies, books, papers, and other property of the Corporation under the control of the departing Executive Director shall be surrendered to the Corporation successor in office or to such other person designated by the President.

At the discretion of the Executive Committee, with approval of the Board of Directors, the services of the Executive Director or any other non-elective personnel may be discontinued.

### **Section 2. Operations Manager**

The Executive Director may hire an Operations Manager, consistent with adequacy of financial resources, to assist in managing the daily functions of the Corporation. The Operations Manager's duties shall be outlined in a written job description developed by the Executive Director and approved by the Executive Committee.

## **ARTICLE X - Governance**

### **Section 1. General**

All checks drawn against the funds of the Corporation shall be signed by two elected officers of the Executive Committee (*i.e.*, an officer other than the Executive Director), except for routine monthly office expenses. Such routine expenses include rent, insurance, salaries, telephone, postage, office supplies etc., for which checks either the Executive Director or Operations Manager and one elected officer may sign.

### **Section 2. Board of Directors**

There shall be a Board of Directors consisting of the President, three Vice Presidents, a Secretary/Treasurer, the Immediate Past President, and not less than seven additional members to be elected as hereinafter provided and to serve for a term of three years. One-third (or the closest approximation thereto) of the Board of Directors, including the officers, shall be elected by the membership at each annual meeting. The number of the Board of Directors may be increased or decreased at any time by amendment of these bylaws by vote of the members as provided in Article XII of these bylaws.

### **Section 3. Executive Committee**

The Executive Committee, consisting of the President, three Vice Presidents, a Secretary/Treasurer, the Immediate Past President, and the Executive Director, shall constitute the governing body of the Corporation. The Executive Director shall have full voting rights within the Executive Committee with the exception of any matters relating to compensation or performance of the Executive Director, or removal of a director or a member of the Executive Committee. In the absence of an Executive Director, the Executive Committee shall fulfill the

obligations of the position as outlined herein.

The Executive Committee shall be vested with full power and authority to put into effect the laws, resolutions, and decisions of the Corporation to fill vacant directorships and all other offices for the un-expired terms thereof, to exercise general oversight supervision over the receipts and expenditures of the Corporation, to define the duties of its officers, other than as defined herein, and to do all other acts and things which it may deem to be to the interest of the Corporation.

The Executive Committee shall meet monthly, as a matter of practice and in no case shall sixty days (60) lapse between meetings. Special meetings shall be called at the discretion of the President, the Executive Director or other members of the Executive Committee. A minimum of one week's notice shall be provided to the Executive Committee for special meetings. The Board of Directors shall be notified of such meetings, and may attend as desired. Three people from the Executive Committee shall constitute a quorum.

Minutes of Executive Committee meetings shall be taken and shall be circulated to the Board of Directors. Any actions taken by the Executive Committee shall be ratified by the Board of Directors at the next regular meeting of that Board.

The Board of Directors shall serve to advise the Executive Committee and Executive Director on the interests of the Corporation. This Board of Directors shall not be empowered to vote on the operational functions of the Corporation.

The Board of Directors shall meet once a quarter. The meetings of the Board of Directors shall be presided over by the Executive Director of the Corporation, or, in his/her absence, the President. A written agenda of that meeting shall be prepared either by the Executive Director or the President, and issued to the Board of Directors no less than 72 hours prior to the scheduled meeting.

The presence (by person, proxy or electronic means) of a majority of members of the Board of Directors shall constitute a quorum to conduct the Board of Directors' business for the Corporation.

Actions brought by the Board of Directors shall result in a recommendation that will be forwarded to the Executive Committee for a vote.

The Board of Directors can override the Executive Committee by a simple majority of the entire Board present on selected actions within 45 days following the Executive Committee action, provided a quorum is satisfied. The selected actions are: changing budget more than 10%; electing the Executive Director; changing the purposes of the organization; changing the makeup of the Board of Directors or the Executive Committee.

All Executive Committee and/or Board of Director meetings may be accomplished via conference call or by a contemporaneous electronic means (email, chat room, etc.), in addition to personal attendance.

#### **Section 4. Absenteeism**

Any member of the Executive Committee absent without good cause from three (3) consecutive meetings of the Executive Committee, shall, at the discretion of the Executive Committee, be considered to have resigned.

#### **Section 5. Exercise of Powers**

The Executive Committee shall exercise any or all of the powers granted to it by law or by the Articles of Incorporation of the Corporation and not specifically delegated to any other committee or reserved to the Board of Directors by law and/or these bylaws. The Executive Committee is not empowered to extend Corporation indebtedness in total amount without approval of the Board of Directors, nor does the Executive Committee have the authority to commit the Corporation to new obligations without approval of the Board of Directors.

#### **Section 6. Minutes**

The Executive Committee shall keep minutes of its meetings to be circulated to the full Board of Directors and any action taken by the Executive Committee shall be ratified by the Board of Directors at the next regular meeting of that Board.

### **ARTICLE XI - Meetings of Members**

#### **Section 1. Annual Meetings**

An annual meeting of the members of the Corporation shall be held during the month of December of each year for the purpose of electing or reelecting officers and directors for the ensuing year. Election of officers and directors shall be by majority vote of the voting members present. Notice of the time and place of the annual meeting, signed by the Executive Director or the duly appointed officer of the Corporation, shall be transmitted by usual and customary means (mail / email) to each member of the Corporation at least fourteen (14) calendar days prior to the date of the meeting.

#### **Section 2. Special Meetings**

Meetings of the members of the Corporation shall be called by the President or the Executive Director with approval by the Executive Committee. Meetings may also be called by order of the Board of Directors. Notice to all members shall be given by the Executive Director (or duly appointed officer). The Executive Director shall give at least fourteen (14) calendar days notice to all members prior to the date of the meeting.

#### **Section 3. Quorum**

At any meeting of members wherein Corporation business shall be undertaken, 25 members, represented in person or by proxies, shall constitute a quorum. A two-thirds majority vote is

required for passage of measures in consideration.

## **ARTICLE XII- Amendments**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted under the following conditions: 1) by a majority vote of the directors present at any scheduled meeting; or 2) by a two-thirds vote of a quorum of the voting membership or proxies at any scheduled meeting. At least fourteen calendar days written notice must be given to the membership of the intention to amend, alter, or repeal, or to adopt new bylaws at such meeting in either of these options.

## **ARTICLE XIII - Elections**

**Section 1.** The President, the three Vice Presidents, the Secretary/Treasurer and members of the Board of Directors shall be elected by the membership at annual meetings. The slate of candidates shall be prepared in the following manner: the Immediate Past President of the Corporation shall appoint a Nominating Committee consisting of not less than three members who are representative of the membership; the committee shall meet and report to the annual meeting the names of individuals, representing active voting member firms, whom they nominate for election as officers and members of the Board of Directors for the succeeding year. Any voting member of the Corporation may, at the annual meeting, nominate members to be included on the ballot by raising the issue before the close of nominations.

## **ARTICLE XIV- Committees**

### **Section 1. General**

This Article applies equally to both committees of the Board of Directors and of the Corporation.

### **Section 2. Creation of Special Committees**

The Executive Committee, with concurrence from the Board of Directors, shall have power to designate such special committees, as it deems necessary to protect and further the interests and purposes of the Corporation. The chairs and vice-chairs of such committees shall be appointed jointly by the Executive Director and the Vice President of Operations, or, alternately, the Vice President of Operations shall appoint the chairs and vice-chairs of such committees, subject to the approval of the Executive Committee and the Executive Director.

### **Section 3. Discontinuation of Special Committees**

The Executive Committee, with concurrence from the Board of Directors, shall have power to discontinue such committees, as it deems necessary to protect and further the interests and purposes of the Corporation.

## **ARTICLE XV Duration and Dissolution**

### **Section 1. Dissolution**

The Corporation shall be dissolved and its affairs concluded upon the first to occur of the following:

- (a) The written consent of a two-thirds majority vote of the membership in accordance with Article XI of these bylaws.
- (b) Financial insolvency as determined by an exit plan to be developed and adopted by the Executive Committee.

### **Section 2. Liquidation**

- (a) Upon the occurrence of an event of dissolution as provided for above, the Corporation shall cease to engage in any further business, except to the extent necessary to perform existing obligations, and shall wind up its affairs and liquidate its assets. The officers and directors, by majority vote, shall appoint a Liquidator (who may, but need not, be an officer or a director) who shall have sole authority and control over the concluding liquidation of the Corporation's business and affairs and shall diligently pursue the winding up and liquidation of the Corporation. As soon as practicable after his or her appointment, the Liquidator shall cause to be filed a statement of intent to dissolve as required by governing law.
- (b) During the course of liquidation, the members shall continue to take into account the Corporation's finances as provided in these bylaws.

### **Section 3. Liabilities.**

Liquidation shall continue until the Corporation's affairs are in such condition that there can be a final accounting, showing that all fixed or liquidated obligations and liabilities of the Corporation are satisfied or can be adequately provided for under this Agreement. When the Liquidator has determined that a final accounting can take place, the Liquidator shall establish a date for the distribution of the proceeds of liquidation of the Corporation (the "Distribution Date").

### **Section 4. Settling of Accounts.**

Subject to governing law, upon the dissolution and liquidation of the Corporation, the proceeds of liquidation shall be applied as follows: (i) first, to pay all expenses of liquidation; (ii) second, to pay all debts, obligations and liabilities of the Corporation, in the order of priority as provided by law, other than debts owing to the members or on account of member's contributions; (iii) third, to pay all debts of the Corporation owing to a member; and (iv) to establish reasonable reserves for any remaining contingent or unforeseen liabilities of the Corporation not otherwise provided for, which reserves shall be maintained by the liquidator on behalf of the Corporation in a regular interest-bearing trust account for a reasonable period of time as determined by the liquidator. If any excess funds remain in such reserves at the end of such reasonable time, then such remaining funds shall be distributed by the Corporation pursuant to Article IV of the

Corporation's Articles of Incorporation.

**Section 5. Distribution of Proceeds.**

Subject to governing law, upon final liquidation of the Corporation, the net proceeds of liquidation remaining following the settling of accounts shall be distributed to non-profit organizations that are qualified under Section 501(c)(3) of the Code.

**Section 6. Certificate of Cancellation.**

Upon dissolution and liquidation of the Corporation, the Liquidator shall cause to be executed and filed with the Secretary of State of the State of California, a certificate of cancellation in accordance with governing law.

**Attachment “A”**  
**Executive Director Job Description (Revised November 2003)**

**Pacific Industrial and Business Association**

**General Responsibilities**

The Executive Director for the Pacific Industrial and Business Association (the Corporation) is the principal operational and development officer for the organization, and serves with the approval of the Board of Directors (the Board), consistent with the organizations bylaws and the Board’s policies and procedures. The Executive Director supports the Board and officers of the Corporation in carrying out the organization’s mission and program work.

The Executive Director will direct overall operations and support the financial development and fundraising activities of the organization, and report to the Board on a monthly basis on agreed performance metrics for the Corporation’s business. The Executive Director will serve on the committee of the Board (the Executive Committee) along with the President, Past President, Vice Presidents of Operations, Planning, marketing/Membership, and Secretary/Treasurer.

**Financial Management**

The Executive Director will share P/L responsibility, along with the Executive Committee, with the goal of maintaining a positive balance sheet by aiding and supporting, and working with, the Board in raising funds necessary to sustain the organization. As specified below, this will include (1) supporting the Board in fundraising via building and enhancing the membership base, and (2) developing grant applications, and grant application submission, and procurement, with the support of the Board.

The Executive Director will work in cooperation with the Executive Committee to establish an annual budget and ensure fiscal responsibility. The Executive Director will ensure compliance with record keeping for tax status, payroll, taxes and grants.

**Outreach, and Existing and Prospective Member Development**

The Executive Director will be responsible for working directly with, and supporting, the Board in developing and maintaining relationships with both member companies and prospective members. The Executive Director will be responsible for ensuring follow up on outreach commitments in a timely manner. The Executive Director will work with the Board to build relationships with a wide range of governmental contacts, NGO Organizations, member company representatives, and prospective member company contacts.

**Specific Responsibilities**

- 1) Coordinate with and support the Board to ensure adequate revenue streams from new membership, membership retention, new services, products, seminars, conferences, and other fee generating events.

- 2) Maintain communication with members and prospective members to discuss the Corporation's activities so as to ascertain how they can be improved, and to recruit new members and retain and enhance relationships with existing members.
- 3) Aid the Board in developing and maintaining knowledge of regional political, economic, and social issues affecting the Corporation membership.
- 4) Work with the Executive Committee to prepare and execute a yearly business plan that reflects and responds to these issues.
- 5) Represent the Corporation in contacts with local, regional, and state public agencies and community organizations.
- 6) Prepare and present, in collaboration with the Secretary/Treasurer, financial statements at monthly Board meetings.
- 7) Manage the performance of interns, contractors, and any office administrative staff to ensure that the office is run efficiently and in accordance with budget.
- 8) Serve as principal liaison between the Executive Committee, the Board and general members.
- 9) Oversee and supervise day to day operations of the Corporation, including any necessary coordination with the Corporation's landlord, and manage and supervise interns and contractors to ensure that the following duties are carried out:
  - a. General office management
  - b. Newsletters and mailings
  - c. Website Management
  - d. Accounting
  - e. Auditing

### **Scope of Appointment**

The Executive Director will be a full-time position.