

**BYLAWS
OF
PENINSULA EXECUTIVES ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

Revised October 2025

ARTICLE I

NAME AND LOCATION

Sec. 1. The name of this corporation shall be PENINSULA EXECUTIVES ASSOCIATION (hereafter “Association”).

Sec. 2. The principle office of this Association shall be at the office of the Administrator (as defined in Article X, Sec. 5) or such other place as the Board of Directors (hereinafter “Board”) shall determine.

ARTICLE II

PURPOSE

Sec. 1. The principle purpose of the Association is to maintain a mutual benefit corporation composed of leading businesses and professional persons in the greater San Francisco, California, Bay Area counties, each represented by one Primary Representative.

Sec. 2. It shall be a purpose of this Association to benefit members by encouraging the exchange of educational information, business, and business leads.

Sec. 3. No contributions of Association funds shall be made to, nor membership held on behalf of, the Association in any public, private, charitable, or promotional organization. No member shall utilize the Association for non-Association purposes (e.g. soliciting for donations or for outside organizations).

ARTICLE III

MEMBERSHIP CLASSES

Sec. 1. Membership shall consist of three classes: (1) Regular Business Members, (2) Honorary Members, and (3) Emeritus Members. Each Regular Business Member shall be entitled to a primary and an associate representative.

The Board shall have the authority to define and create additional membership classes as necessary, which may include non-voting categories of membership.

Sec. 2. Regular Business Members. Regular Business Members may be business entities of any kind (e.g., corporations, LLCs, independent contractors, etc.) in any of the greater San Francisco Bay Area counties. The person or business paying dues is considered the Regular Business Member. In no case may a business member cast more than one vote on behalf of their organization.

Prospective members must have sufficient industry experience and knowledge to merit the support and recommendation of members. Ordinarily, a business that has been operating for more than one year, with a primary representative who has at least five years of industry experience, will satisfy this requirement. The Board has discretion to accept prospective members with less experience if the Board determines the prospective member has sufficient industry experience and knowledge to be a valued member of the Association.

- a) Primary Representative. If the membership is held by a business entity, it shall be represented in the Association by one of its owners, officers, managers, executives, or other key personnel to be known as the Primary Representative, and whose appointment shall be subject to approval by the Board.
- b) Associate Representative. Every Regular Business Member may appoint, in addition to the Primary Representative, an Associate Representative who may attend any meeting of the Association in addition to or instead of the Primary Representative. The business member may be assessed an additional charge if both Primary and Associate Representatives attend a meeting or a function for which there is a special charge.

Sec. 3. Emeritus Members. Emeritus membership shall be limited to individuals with at least ten (10) years of regular membership status, in good standing, who desire the fellowship of the Association but no longer qualify for regular membership due to retirement, semi-retirement, employment change, illness, or other acceptable causes.

- a) Emeritus members are not eligible for a business classification and may not market any service or product.
- b) Emeritus members shall be nominated at a meeting of the Board and approved by a two thirds (2/3) vote of business members present at any regular meeting of the Association.
- c) Emeritus members may participate in discussion but are not eligible to vote on any matters of the Association.
- d) Emeritus members may attend business meetings and other social events by paying the cost, as well as any other assessments as the Board shall determine from time to time.
- e) Emeritus members do not pay regular dues.

Sec. 4. Honorary Members. Honorary membership is reserved for individuals who have rendered valuable or distinguished service to the Association, have achieved at least twenty

(20) years of regular membership status, in good standing, and who are no longer regular members. This designation may be awarded posthumously.

- a) Honorary members are no longer eligible for a business classification and may not market any service or product.
- b) Honorary members must be nominated at a meeting of the Board and approved by two thirds (2/3) of the votes of the business members present at any regular meeting of the Association.
- c) Honorary members may participate in discussion but are not eligible to vote on any matters of the Association.
- d) Honorary members may attend business meetings and other social events by paying the cost, as well as any other assessments as the Board shall determine from time to time.
- e) Honorary members do not pay regular dues.

ARTICLE IV

APPLYING FOR MEMBERSHIP

Sec. 1. Application Process.

- a) Applicants for Regular business membership shall submit an approved application form downloaded from the Association's website.
- b) The name of every business applicant must be published to the membership at large for a period of two (2) weeks, during which Regular members may submit written objections to the Board. Objections must clearly state the reasons and must be received prior to the end of the two-week posting period. No application shall proceed if the Board sustains an objection.
- c) Upon recommendation of the Membership Committee, the Board will consider and vote on the application.

Sec. 2. Nondiscrimination. The Association shall not discriminate on any basis prohibited by law.

Sec. 3 Classifications. The Board shall determine the business and professional classifications eligible for membership in the Association. Sixty percent (60%) or more of a member's business sales should fall under the classification held by the member. There shall be no more than one business member in each classification unless the classification is delineated by geographic area. The Board may determine the scope and geographic area of each classification.

Sec. 4. Membership is not Transferable. Membership is not assignable or transferable except with the approval of the Board. A change in control of a business, whether by sale of 50% or more of the equitable ownership or by sale of substantially all of the assets of the

business, is considered an assignment requiring approval by the Board. The Board may suspend a membership pending approval. During a suspension, membership dues shall be suspended as well.

ARTICLE V

INITIATION FEES AND DUES

Sec. 1. Initiation Fee. The non-refundable initiation fee for regular members shall be an amount determined by the Board. It shall be payable upon Board approval of the application for membership.

Sec. 2. Dues. The dues of regular members shall be determined by the Board and shall include the cost of meals or other expenses, as approved by the Board.

- a) Dues are payable in advance of the billing period.
- b) Continued membership is contingent upon being current on membership dues.
- c) The Board will advise members of changes in the dues amount at a regular meeting of the Association and electronically via Email at least one month in advance.

ARTICLE VI

DUTIES OF REGULAR BUSINESS MEMBERS

Regular Business Members shall participate in the affairs of the Association, serve on at least one committee, and fulfill duties as outlined in the Bylaws and *Membership Agreement* as modified from time to time by the Board.

ARTICLE VII

TERMINATION OF MEMBERSHIP

Membership in the Association shall continue until terminated as provided in this Article VII, or until the business dissolves or is sold or transferred, or until the member dies (in the case of an individual member or sole proprietorship).

Sec. 1. Voluntary Termination of Membership. A member may voluntarily resign at any time in a writing delivered to the Administrator or to the Board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Sec. 2. Involuntary Termination of Membership. Membership in the Association shall terminate upon the occurrence of any of the following events or conditions:

- a) **Nonpayment of Dues.** Membership is subject to termination thirty (30) days after a member is sent written notice of the failure to pay dues or fees on or before their due date, unless special payment arrangements are approved by the Board and performed by the member.
- b) **Failure to Participate.** Membership is subject to termination on a good faith finding by the Board, that a Member has materially breached the *Membership Agreement* without reasonable cause.
- c) **Failure to Qualify.** Membership shall terminate on a good faith finding by the Board, made in accordance with Section 3, that a member no longer meets the qualifications set forth in Article III.
- d) **Misconduct.** Membership will terminate on a good faith finding of misconduct by the Board, made in accordance with Section 3. Misconduct may include but is not limited to: (1) material and/or serious failure to observe the standards of conduct of the Association; (2) conduct that is materially and seriously detrimental to the Association's purposes and interests; (3) failure to conduct business in a manner that, in the judgment of the Board, merits the support and recommendation of Members; or (4) the Board's decision that continued participation by the member is not in the best interests of the Association and the furtherance of its purposes.

Sec. 3. Termination Procedures. In the case of proposed termination of a membership under Section 2 (c) or (d) above, the following procedures shall apply:

- (a) **Notice.** The Association shall provide two weeks (14 days) written notice to the member setting forth the reasons for termination, the date on which the proposed termination shall become effective, and the date, time, and place of a hearing, as described in the next subsection.
- (b) **Hearing.** The member shall be given an opportunity to be heard by the Board, either orally or in writing, before the effective date of the proposed termination. If the Member does not respond or appear and has not notified the Board of an adequate reason for not responding or appearing, the termination shall be effective on the proposed date.
- (c) **Determination.** If the Member appears, or responds to the proposed termination before the hearing date, the Board shall consider the member's response and shall decide whether the membership should be terminated and shall promptly notify the Member.
- (d) **Refund.** The Board shall determine whether a terminated Member shall receive a *pro rata* refund of dues already paid.

Sec. 4. Other Memberships.

Membership in civic, service, and industry-specific groups is not considered a conflict with membership in the Association.

ARTICLE VIII

CHARGES AGAINST MEMBERS

Sec. 1. Charges of *Bylaws* violations, *Membership Agreement* violations, or *Code of Ethics* violations, must be submitted in writing to the Board, together with evidence supporting the charge.

Sec. 2. The Board may convene the Ethics Committee to hear members and their evidence. The Ethics Committee shall report its confidential findings to the Board.

ARTICLE IX

BOARD OF DIRECTORS

Sec. 1. Election. The Board shall consist of seven (7) Directors who shall each be either a Primary Member or Associate Member, plus the Past President. Directors shall be elected at an Association meeting held each year in February. The Board shall be composed of the newly elected Directors and those Directors whose terms continue from the previous year.

Sec. 2. Term. Each Director shall serve a term of two (2) years and is limited to two (2) consecutive terms. Directors shall be elected for staggered terms to allow for continuity on the Board. Members may be nominated again after being off the Board for at least one year.

Sec. 3. Vacancies In addition, the Board may declare vacant the office of any Director who has been:

- a) Determined by the Board to have breached a fiduciary duty to the Association, or
- b) Convicted of a felony, or
- c) Failed to attend three consecutive Board meetings without reasonable cause.

Sec. 4. Board Meetings. The Board shall hold a regular meeting as often as the interests of the Association may require, but at least monthly. The time and place of such meetings shall be determined by the President or, in the absence of the President, by the Vice President. Meetings may be held in-person or electronically.

Sec. 5. Quorum of the Board. A majority of the Directors shall constitute a quorum.

Sec. 6. Actions Outside of Regular Meetings. Any required or permitted Board action may be taken outside of a regular meeting if all members of the Board consent to such action in writing via a document, Email, or other electronic method. Such consents shall have the same effect as an in-person unanimous vote of the Board and shall be filed with the minutes of the Board's proceedings.

Sec. 7. Rescheduling a Meeting. The majority of Directors present at a Board meeting may adjourn the meeting to another time and place. Notice of the continued meeting shall be given to all Directors, whether or not they were present at the time of adjournment.

Sec. 8. Order of Business. The Board shall prescribe its own order for business and rules of procedure. Minutes of meetings and decisions shall be kept by the Administrator.

Sec. 9. Past President. The immediate Past President automatically becomes a non-voting advisor to the Board of Directors for the year following the Presidency. The Immediate Past President shall not be considered a Director but may attend Board meetings and participate in discussions at the invitation of the President or the Board. If the Presidency position was completed during the member's first year on the Board, this may require an adjustment in the number of open Board positions to be filled the next year so as to keep the number of voting Board members at seven (7).

Sec. 10. Compensation. Board members shall not receive any compensation or discounts for their services as Directors.

Sec. 11. Confidentiality. Board meetings shall be open to Members unless the Board, at its discretion, closes all or portions of a meeting to consider matters of a sensitive nature.

ARTICLE X

POWERS OF THE BOARD OF DIRECTORS

Duty of Care. Directors shall exercise their powers in good faith and with a view to the best interests of the Association. A Director, in performing duties of that office and as a member of any committee upon which the Director may serve, must act: (1) in good faith, (2) in a manner the Director believes to be in the best interests of the Association and its members, and (3) with such care, including making reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Reliance on Others. A Director, acting in good faith, may rely on information, opinions, reports, or statements, including financial statements and other financial data requested by the Board. Acting in good faith may include making reasonable inquiries when the need for inquiry is indicated by the circumstances.

Duty of Loyalty. A Director may not personally seize business opportunities to the detriment of the Association. In any transaction between a Director and the Association, the Director shall fully disclose all relevant information to the Board and shall recuse himself/herself from any vote on the matter.

Sec. 1. Business Management. The Board shall have direction and control of the affairs of the Association and have charge of its business management.

Sec. 2. Special Meetings of the Board. The Board shall have the power to call special meetings of the Board as necessary by giving at least two (2) days written notice of such meetings by Email, setting forth the purpose of the meeting in such notice.

Sec. 3. Executive Committee. The Board may choose, at its discretion, to establish an Executive Committee. The Executive Committee shall not supplant or usurp the powers of the Board.

Sec. 4. Financial Review Committee. The President shall appoint a Financial Review Committee biannually, on even years, consisting of members of the Association and/or a qualified professional, for the purpose of reviewing the Association's financial books and records. The reviewer shall produce a written report to the Board. A summary of the report shall be shared with the membership.

Sec. 5. Administrator. The Board may contract with an independent Administrator to serve at the will of the Board. The Board must approve the Administrator's annual contract, including fees paid from the funds of the Association. Each annual contract must contain a provision for terminating the contract upon thirty (30) days' notice.

- a) The Administrator must meet the legal qualifications of an Independent Contractor and shall not be an employee of the Association.
- b) The Administrator shall submit a new contract annually, detailing scope of work, at least thirty (30) days prior to the expiration of the current contract. The Board shall review and vote on the new contract prior to the expiration of the current contract.
- c) The Administrator shall keep current all financial books and records, cash, and other property and records of the Association. All correspondence to or from the Administrator shall be copied to an electronic repository (such as an email account, etc.) and is the property of PEA. At the expiration of the contract, the Administrator shall surrender all Association records and original documents in good order.
- d) The Administrator may or may not be a member of the Association.

ARTICLE XI

OFFICERS

Sec. 1. Officers. The officers of the Association shall be President, Vice President, and Secretary-Treasurer. All officers shall be members of the Board.

Sec. 2. Election. The officers shall be elected annually by ballot of the new Board at a meeting held after the annual February meeting and election of Board members. The officers-elect shall take office at the first regular membership meeting in March.

Sec. 3. Vacancy. In the event of a vacancy in any office, a majority of the Board shall elect a Director to fill such vacancy for the remainder of the expired term.

ARTICLE XII

DUTIES AND POWER OF THE PRESIDENT

Sec. 1. The President, or a Director selected by the President, shall preside at all meetings of the membership and the Board.

Sec. 2. The President shall appoint all standing and special committees and shall have the authority to call special meetings of the membership with reasonable notice.

Sec. 3. The President may appoint a Financial Review Committee of at least two people (apart from, and in addition to, the Finance Committee) consisting of members of the Association or a professional auditor or public accountant (who may or may not be a member of the Association), and who shall be approved by a majority of the Board. The purpose of the Financial Review Committee is to review the Association's financial books and records. A written report shall be provided to the Board. A summary of the report may be shared with the membership at the discretion of the Board. (See Article X, Sec. 4.)

Sec. 4. The President shall oversee compliance with members' duty to read Bylaws and *Membership Agreement* (Article XIX, Sec. 5).

Sec. 5. All bills and expenditures must be approved by the Secretary-Treasurer and the President or Vice President.

Sec. 6. At the annual election of Directors meeting in February, it shall be the duty of the President to call for additional nominations from the membership immediately preceding the election of new Directors.

ARTICLE XII

DUTIES AND POWERS OF THE VICE PRESIDENT

Sec. 1. Presiding Officer. The Vice President shall be the presiding officer in the absence of the President at meetings of the Board or membership. In the absence of the President, the Vice President shall be vested with all the powers and perform all the duties of the President.

Sec. 2. Accounts Payable. The Vice President may authorize, with the Secretary-Treasurer, all payments approved by the Board.

Sec. 3. Committee Coordination. It shall be a primary duty of the Vice-President to coordinate all committee chairs and to request periodic reports regarding the plans and activities of the committees.

ARTICLE XIV

DUTIES OF THE SECRETARY-TREASURER

Sec. 1. Records. The Secretary-Treasurer shall become familiar with the finances and insurance of the Association. The Secretary-Treasurer exercises oversight of the Association's financial books and records.

Sec. 2. Custodian of Records. The Secretary-Treasurer (not the Administrator) is the primary custodian of the Association's original documents and records (e.g. Board and committee minutes, Bylaws, financial documents, etc.).

Sec. 3. Budgeting. The Secretary-Treasurer, working with the Finance Committee, prepares an annual budget for approval by the Board.

Sec. 4. Accounts Payable. The Secretary-Treasurer, in conjunction with the President or Vice President, provides timely approval of all bills and claims to be paid by the Association.

Sec. 5. Reporting. At the direction of the President, the Secretary-Treasurer may make periodic financial reports to the membership.

Sec. 6. Electronic Presence. The Secretary-Treasurer ensures the Administrator maintains the Association's website and domain registry.

Sec. 7. Insurance. The Secretary-Treasurer shall ensure that the Association and Board are at all times properly insured against liability, errors and omissions.

ARTICLE XV

DUTIES OF THE ADMINISTRATOR

Sec. 1. Assist the Board. The Administrator shall cooperate with and assist the Association's officers and committee chairs. When practical and possible, the Administrator shall attend Association, Board and other meetings and functions as requested.

Sec. 2. Implement Board Directives. The Administrator shall follow instructions and suggestions given from time to time by the Board or by the President, and shall provide input as appropriate.

Sec. 3. Minutes and Record Keeping. It shall be the duty of the Administrator to keep a full and accurate account of the minutes of all meetings of the Board and any other meetings of the Association for which minutes may be necessary.

It is the preference of the Association that records be maintained in digital format to the extent possible. The Administrator may keep custody of copies of the Association's records and files

and must follow directives of the Board to ensure their safety and backup. Original documents and records, including those created by the Administrator, should be preserved by the Secretary-Treasurer.

Sec. 4. Accounts Receivable and Payable. The Administrator receives and deposits all non-digital and cash payments. The Administrator ensures that the Association's funds are disbursed timely only for such bills and expenses as have been approved by the Secretary-Treasurer and either the President or the Vice President.

All bills and claims against the Association shall be directed to the Association, attention of the Secretary Treasurer and Administrator, at the Association's address.

Sec. 5. Website and Membership Roster. The Administrator ensures that a complete and correct membership roster is kept at all times. The Administrator may also have responsibilities to maintain the Association's website and domain registry, as outlined in the Administrator's scope of work in the annual contract.

Sec. 6. Welcome New Members. The Administrator shall ensure that new members receive all required information about the Association, and shall collect the initiation fee and dues payments.

ARTICLE XVI

COMMITTEES

Sec. 1. All committees and committee chairs shall be appointed by the President, subject to the approval of the Board. All members serve on one or more committees each year.

Sec. 2. There shall be the following standing committees:

- a) Attendance Committee. This committee shall take attendance at all regular meetings, shall report weekly to the Administrator, and shall be responsible for promoting and encouraging the regular attendance of each business member for all regular meetings of the Association. This committee shall consist of not less than three (3) members. It shall be the duty of this committee to assist each business member in meeting the attendance terms of the *Membership Agreement*. Should attendance become a problem for a business, the committee shall report to the Board with a recommendation for action.
- b) Ethics Committee. This committee shall consist of not less than three (3) members, the chair of which shall be a Past President. At the direction of the Board, it shall be the duty of this committee to investigate unresolved charges made by members against members, disputes among members, or concerns regarding the general conduct of the Association. The Ethics Committee is convened as needed at the direction of the Board and reports its findings and recommendations to the Board.

Members of the Ethics Committee shall also serve on other committees.

- c) Leads Committee. This committee shall have charge of developing and sharing business management information and stimulating new business for members. The committee shall consist of no less than three (3) members who are consistent leads givers, and who are available to consult with members who want to increase their leads given and/or leads received. The Leads Committee develops programs to stimulate leads giving and reporting.
- d) Membership Committee. This committee shall promote membership in the Association, explore all applications for membership, investigate proposed members, and make recommendations to the Board.
- e) Nominating Committee. A majority of the Nominating Committee shall have the power to nominate a slate of candidates. At least thirty (30) days prior to the annual meeting of the Association in February, the Board shall appoint a nominating committee of three (3) members in good standing including the incumbent President, one (1) additional Director, and one (1) regular member who has been a member for at least three (3) years. It shall be the duty of the Nominating Committee to identify representatives willing to stand for election to the Board. Nothing in these Bylaws shall preclude further nominations by members of the Association.

Elections. The slate of candidates shall be communicated by the Administrator to the membership at least one week in advance of the meeting at which the election will be held. At the annual meeting, it shall be the duty of the President to call for verbal nominations immediately preceding the election. Voting for Directors shall be by secret ballot to the extent practical. The majority of all votes cast shall determine the winners. In the event of a tie, there will be a runoff vote to determine a winner. The Administrator shall maintain a record of all votes cast.

Members of the Nominating Committee shall also serve on other committees.

- f) Mentor Committee. The purpose of this committee is to help new members become acquainted with current members and knowledgeable about the Association's programs and processes. A mentor greets new members, sits with them during meetings and events (as desired by the new member), and is available to answer questions and facilitate a new member's participation.

The Mentor Committee develops and implements a new member orientation process and curriculum to ensure appropriate onboarding of new members.

- g) Program Committee. This committee plans and executes special programs, including programs to improve business management and development, for Association meetings throughout the year.

Sec. 3. The Board may create or dissolve committees, as needed.

ARTICLE XVII

MEETINGS AND QUORUMS

Sec. 1. Annual Business Meeting. The annual business meeting of the Association shall be held the last week of February unless otherwise ordered by the Board.

Sec. 2. Association Meetings. Regular meetings of the Association shall be held at such time, place and frequency as may be determined by the Board and communicated to the general membership.

Sec. 3. Special Meetings. Written notice of special meetings and the purpose of the meetings shall be mailed via US Mail or E-mail to each member at least ten (10) days in advance. No business shall be conducted at a special meeting other than that specified by such notice.

Sec. 4. Quorum. Fifty percent (50%) of the total number of business members present and represented by a Primary or Associate Representative at a properly called meeting shall constitute a quorum of the membership.

Sec. 5. Voting. Each regular member present at a meeting may vote in Association elections or other matters requiring a vote of the membership. Such vote shall be cast by the member's Primary Representative or by the Associate Representative. There is only one vote per business, and no member business may vote by proxy.

ARTICLE XVIII

TERM OF EXISTENCE AND PROPERTY

Sec. 1. This Association shall remain in existence until such time as a majority of its active members in good standing shall vote to dissolve it.

Sec. 2. No member has a vested interest in the assets of the Association until such time as the Association may dissolve, as provided in Section 1 of this Article. In the event of dissolution, The Association's remaining net assets shall be distributed in accordance with law.

Sec. 3. The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No funds shall be used to the advantage of any single person or business, or be distributed to the members of the Association.

ARTICLE XIX

AMENDING AND INTERPRETING BYLAWS

Sec. 1. Changes. These Bylaws may be changed or amended, or new Bylaws adopted, by a two-thirds (2/3) vote of the business members present and eligible to vote at an Association meeting, following at least ten (10) days' notice of the proposed change(s).

Sec. 2. Publication. Every change to these Bylaws shall, within fifteen (15) days of its being passed, be published to the membership at large and updated on the Association's website.

Sec. 3. Interpretation. The Directors shall have the right to interpret these Bylaws and to reconcile any inconsistency or ambiguity therein, and such interpretation or reconciliation shall be recorded in the Board minutes.

Sec. 4. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by reference to Robert’s Rules of Order.

Sec. 5. Members’ Duty to Read Bylaws and Membership Agreement. All members are required to sign at least biannually, or upon revisions, that they have received and read the current Bylaws and *Membership Agreement*.

Sec. 6. Requesting a Copy of the Bylaws. A copy of the current Bylaws shall be posted for all members on the Association’s website and is available by request.

ARTICLE XX

INDEMNIFICATION

Sec. 1. Indemnification. Barring negligence or misconduct, the Association shall have the power, to the maximum extent permitted by law at the time of any proposed indemnification, to indemnify any person who is or was a Director, officer or agent of the Association against actual and reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement.

Sec. 2. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent, against any liability arising out of the performance of their duties.

ARTICLE XXI

ADOPTION OF BYLAWS

We, the undersigned, are Directors of this Association. We consent to and hereby adopt the foregoing Bylaws, consisting of the 15 preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2025.

Kim Tucker, President

ATTEST: Michael Aronson, Secretary-Treasurer

ADDENDA

Bylaws Change May 2007

Passed: May 10, 2007. Purpose: The term "Senior Member" was changed to "Emeritus Member" in Article III, Sections 1 and 4, in response to member request.

Bylaws Change August 2007

Passed: August 9, 2007. Purpose: The method of notifying members of a special meeting was expanded to include Email and facsimile in Article X, Section 2 and in Article XVII, Section 3.

Bylaws Change October 2007

Passed: October 11, 2007. Purpose: Rules regarding open house attendance were amended. Article VII, Section 2 was edited to remove failure to attend 50% of open houses in a one-year period as a reason for expulsion. Article VI, Sections 6 and 7 were added to the list of Member duties.

Bylaws Change October 2013

Passed: October 10, 2013. Purpose: Rules regarding eligibility for applying for membership and rules for counting of votes for Emeritus Membership were amended. Article III, Section 2 received the following addition: "The proposed member must have been with the business for a minimum of one (1) year or have at least five (5) years of industry experience." Article III, Section 4(b) was edited to change "of the votes of the members present" to "of the votes collected of members present."

Bylaws Change October 2014

Passed: October 9, 2014. Purpose: Rule regarding membership in other Leads groups was clarified. Article VII, Section 4 received the following addition: "Civic groups, service groups, and industry specific groups are not considered conflicts with this section."

Bylaws Change August 2022

Passed: Various grammatical corrections throughout; change name of Shepherd Committee to Mentor Committee; extend posting period for new members to two weeks; change wording on hosting an open house requirement; corrected errors and updated to include clauses for Indemnification and Nondiscrimination Policies; also updated for current nonprofit rules, laws federally and for the State of California, the Corporations Code, and other required procedural updates.

Bylaws Change October 2025

Passed: Rewritten throughout for clarity and plain language; clarified membership definitions (one vote per business, roles of Primary and Associate Representatives, restrictions for Emeritus and Honorary members); streamlined new member application process with a two-week posting and objection period; simplified member duties to participation, committee service, and compliance with Membership Agreement; updated termination procedures to four categories with clear notice and hearing rights; required monthly Board meetings and made Past President a non-voting advisor; redefined officer and Administrator roles with Secretary-Treasurer as custodian of records; streamlined committees and established biannual Financial Review Committee; added requirement for members to sign every two years acknowledging bylaws; included new indemnification clause for officers and directors.