

Peninsula Executives Association

PO Box 36255, San Jose, CA 95158

Phone: 408-266-9658 | Fax: 877-826-8501 | peaworks@executives.org



Board Meeting Agenda

August 11, 2022

Call to Order 8:35 a.m. ~ Zoom Conference Call

Welcome ~ Judy Johnson, President

Roll call and welcome of any guests present today.

GUEST AGENDA ITEMS (if applicable)

Guest agenda items will be heard before reviewing other Board matters.

CONSENT AGENDA ITEMS ~ 8:40 a.m. – a single motion is necessary for all items, unless an item is moved to the regular agenda by approved motion

1. CONSENT AGENDA: Minutes and Attendance

Current month's documents:

- July 14, 2022 Board Meeting Notes
- Participation and Attendance through July 2022
- Financial Statements
 - **Financials through July 2022 attached**
 - Restricted funds (prepaid dues mostly) are \$1,620.00; these funds may only be used for invoices rendered to designated member accounts and are shown as a liability on the Balance Sheet.
 - **Accounts Receivable outstanding**
 - The second quarter dues invoice amount was set by the Board to \$190, and invoices were sent out on June 1, 2022, again with members having the option to pay less if they are unable to pay the full amount or break up the payment into payments monthly. One member requests a revised invoice for the \$355 full dues amount to pay instead of \$190. To date, no requests have been received for invoice amount reduction.
 - Total A/R outstanding for dues as of August 11, 2022 is \$380.00, not counting any of the prepayments of dues by members. The 2 members with outstanding balances have been sent reminders. See the attached A/R and open invoices reports.

2. CONSENT AGENDA: Membership update

We currently have 48 active members as of July 31, 2022.

3. **CONSENT AGENDA:** *Review of Weekly Business Meetings & Planning Future Meetings*

The calendar is online at: <http://bit.ly/pea-master-calendar>

Please make note of the upcoming holidays or special activities:

August 25, 2022 **PEA Board Classification Talk, Adam Pyle** re: third quarter dues amounts and PEA's financial status

DISCUSSION ITEMS ~ 8:45 a.m. – 9:45 a.m.

Priority Items for August 11, 2022

- **Bylaws Update:** process for getting Member voting accomplished
- **Financial Update from Adam Pyle, Treasurer:** Recommendation from Finance Committee for September 1, 2022 Association Membership Dues invoice amounts, financial forecast through next quarter; **Board Action required today: vote on invoice amounts and review/edit/approve Finance Committee recommendation**
- **Robin Azevedo, McRoskey Mattress:** Membership status, Board discussion re: Honorary/Emeritus Member

Monthly Check-in Items & Ongoing Discussions – Or items to consider

- **Updates from Committees:** as needed if there are any who require Board assistance with anything
 - **2022 Holiday Party:** updates as necessary, are there any requests for the Board
 - **Application & Interview Process of Bringing in a New Member:** a small group has been working on this updating and streamlining the process (J. Johnson, M. Clark, JB Bell, Membership Committee Members)
- **Critique of online meetings:** what works, what doesn't, what might we try
- **Projects to consider or suggested previously by Board or Regular Members**
 - **Policy Manual Creation:** Table of Contents draft has been provided by A.Roberts in your packets today
 - **Fill-in forms for Membership:** A.Roberts has created a fillable interview document of the current interview form (this will be updated as the Membership Committee edits it)
 - **Website Upgrades:** suggestions have come in for additional sort options for Type of Service or Category; enlarging and changing font color throughout the site; making Facebook a public page rather than private for current or former Members; adding a blog option, LinkedIn page/group; perhaps involving the PR Committee or Membership Committee in postings (social media tasks are not currently the responsibility of the executive director role)
 - **Other new ideas or projects for the Board?**

Adjourn 9:45 a.m.

Next Board Meeting: September 8, 2022, 8:35 a.m.

Attendance and Participation ~ JULY 2022

Date	# Members	Ongoing	Direct	Referral	Internet	Attended	Guests
7/7/2022	47	9	10	27	69	39	0
7/14/2022	47	2	13	8	50	35	0
7/21/2022	48	9	15	32	78	47	0
7/28/2022	48	34	19	21	55	48	1
TOTALS	48	54	57	88	252	169	1

Month	# Members	Ongoing	Direct	Avg per week	Referrals	Avg per week	Internet	Avg per week	Attendance avg per week
July 2022	48	54	57	14	88	22	252	63	42
June 2022	46	48	74	19	76	19	274	69	44
May 2022	46	50	46	14	30	10	120	39	39
Apr 2022	46	58	54	18	70	23	115	38	44
Mar 2022	46	132	124	25	98	20	199	40	43
Feb 2022	47	53	64	13	45	9	134	27	44
Jan 2022	46	57	113	28	68	17	174	44	41
Dec 2021	46	64	40	13	53	18	95	32	41
Nov 2021	46	47	57	19	54	18	125	42	42
Oct 2021	45	53	63	16	36	9	177	44	38
Sep 2021	47	16	23	6	18	5	21	5	39
Aug 2021	47	20	62	16	33	8	115	29	38
Jul 2021	48	35	90	18	76	15	117	23	37
Jun 2021	49	36	101	25	85	21	79	20	41
May 2021	53	13	56	14	23	6	54	14	43
Apr 2021	53	37	95	24	55	14	96	24	43
Mar 2021	53	8	43	11	39	10	42	11	45
Feb 2021	52	23	24	6	16	4	33	8	48
Jan 2021	52	45	76	19	41	10	96	24	42
Dec 2020	52	9	156	31	32	6	18	4	43
Nov 2020	52	16	68	17	26	7	46	12	43
Oct 2020	52	28	120	24	61	12	15	3	43
Sep 2020	52	1	12	4	29	10	3	1	39
Aug 2020	54	4	49	12	5	1	60	15	41
Jul 2020	54	7	39	10	7	2	25	6	43
Jun 2020	54	4	13	3	14	4	18	5	45
May 2020	54	9	2	1	14	4	5	1	45
Apr 2020	56	4	1	1	3	2	0	0	41
Mar 2020	55	32	46	23	68	34	74	37	40
Feb 2020	56	68	128	32	103	26	90	23	47
Jan 2020	56	85	170	43	118	30	152	38	45
Dec 2019	56	46	128	43	66	22	90	30	47
Nov 2019	57	67	129	43	83	28	96	32	45
Oct 2019	57	74	183	37	110	22	150	30	47
Sep 2019	57	69	156	39	101	25	159	40	44
Aug 2019	57	80	153	38	106	27	141	35	46
Jul 2019	57	65	143	48	72	24	101	34	43
Jun 2019	56	87	186	47	108	27	149	37	44
May 2019	55	65	208	52	98	25	156	39	44

Peninsula Executives Association

PO Box 36255, San Jose, CA 95158

Phone: 408-266-9658 | peaworks@executives.org



Board Meeting Notes

July 14, 2022

Present

Judy Johnson, President, presiding
Maureen Clark, Past President
Bobbie Fakkema, Vice President
John King, Vice President
Adam Pyle, Secretary/Treasurer
Konrad Thaler

Absent

Fella Benyammi

Also present

Robin Azevedo, PEA Member
Angelo Izzo, PEA Member
Kim Tucker, PEA Member
Angi Roberts, PEA Executive Director

Call to Order 8:35 a.m. ~ Zoom Conference Call

Welcome ~ Judy Johnson, President

Roll call and welcome of any guests present today.

GUEST AGENDA ITEMS (if applicable)

Guest agenda items will be heard before reviewing other Board matters.

Robin Azevedo, PEA Member and Chair of the PEA PR Committee, shared that PR would like to work with other committees to build a membership campaign and invite members to bring a guest to a meeting to introduce them to PEA to show what PEA offers their business, build energy around the members to bring in new members. We could pick one day and invite a group of people to come. "Guest Day"—no breakout rooms—and then pair them up with someone to follow-up with them after the meeting. Mentor committee might also be able to help with some of this, too. R.Azevedo also shared that the PR Committee would like to revive the PEA Facebook page and have it be a public-facing page, rather than a private page for PEA members and former members.

The Board discussed the social media ideas above and by consensus agreed that the Facebook page may be converted to a public-facing page. A.Roberts will send a note to the PR Committee on behalf of the Board advising of this. The Board also recommended that a public-facing LinkedIn Company page be created by A.Roberts. The PR Committee will need to develop a plan for posting to these pages and come back to the Board with their thoughts, as this task is not a part of the scope of work for the PEA Executive Director as far as ongoing posts and updates to the PEA social media appearances.

CONSENT AGENDA ITEMS ~ 8:40 a.m. – a single motion is necessary for all items, unless an item is moved to the regular agenda by approved motion

1. CONSENT AGENDA: Minutes and Attendance

Current month's documents:

- June 9, 2022 Board Meeting Notes
- Participation and Attendance through June 2022

- Financial Statements
 - **Financials through June 2022 attached**
 - Restricted funds (prepaid dues mostly) are \$1,620.00; these funds may only be used for invoices rendered to designated member accounts and are shown as a liability on the Balance Sheet.
 - **Accounts Receivable outstanding**
 - The second quarter dues invoice amount was set by the Board to \$190, and invoices were sent out on June 1, 2022, again with members having the option to pay less if they are unable to pay the full amount or break up the payment into payments monthly. One member requests a revised invoice for the \$355 full dues amount to pay instead of \$190. To date, no requests have been received for invoice amount reduction.
 - Total A/R outstanding as of June 30, 2022 is \$3,129.00, not counting any of the prepayments of dues by members. All those members with outstanding balances have been sent reminder email messages with invoices attached. See the attached A/R and open invoices reports.

2. **CONSENT AGENDA: Membership update**

We currently have 46 active members as of June 30, 2022.

New members with start dates of July 1, 2022 are:

- Martin (mar-teen) Duran, Owner/President, Johnston Millwork, Inc.; Sponsored by: Judy Johnson, Unexpected Treasures
- Maria Martinez Perez, Owner, IVMA Home Improvement; Sponsored by: Dr. Chuck Fulanovich, Palo Alto Chiropractic

3. **CONSENT AGENDA: Review of Weekly Business Meetings & Planning Future Meetings**

The calendar is online at: <http://bit.ly/pea-master-calendar>

Please make note of the upcoming holidays or special activities:

August 4, 2022	Finance Committee Meeting to develop recommendation for Board meeting on August 11 (can be right after regular PEA meeting if desired)
August 11, 2022	Program Committee hosts the regular business meeting
August 11, 2022	PEA Board Meeting: Review and discussion of the financial reports to set the dues amount for third quarter dues invoices
August 25, 2022	PEA Board Classification Talk, Adam Pyle re: third quarter dues amounts and PEA's financial status

M.Clark moved to accept all Consent Agenda items with no corrections or updates and K. Thaler provided a second. Motion passes unanimously.

DISCUSSION ITEMS ~ 8:45 a.m. – 9:45 a.m.

Priority Items for June 9, 2022

- **2022 Holiday Party:** updates as necessary, are there any requests for the Board
- **Bylaws Update:** information or updates received from our attorney
- **Application & Interview Process of Bringing in a New Member:** a small group has been working on this updating and streamlining the process (J. Johnson, M. Clark, JB Bell, Membership Committee Members)

Monthly Check-in Items & Ongoing Discussions – Or items to consider

- **Updates from Committees:** as needed if there are any who require Board assistance with anything
- **Critique of online meetings:** what works, what doesn't, what might we try
- **Projects to consider or suggested previously by Board or Regular Members**
 - **Policy Manual Creation:** referenced in the edits to the Bylaws, this guide has some pieces already created; need collecting of existing docs/policies, the Board or an ad hoc committee reviewing for any 2022 revisions, formatting, and then transferring each year the knowledge in the guide to the next Board
 - **Website Upgrades:** suggestions have come in for additional sort options for Type of Service or Category; enlarging and changing font color throughout the site; making Facebook a public page rather than private for current or former Members; adding a blog option, LinkedIn page/group; perhaps involving the PR Committee or Membership Committee in postings (social media tasks are not currently the responsibility of the executive director role)
 - **Other new ideas or projects for the Board?**

December 2022 Party Update

The contract has been signed with PIASC, returned to them, and a check has been sent for the \$1,000 deposit. A.Roberts has created the event registration page and a way for the sponsors to also pay for their \$300 commitment for this event. A.Roberts will send invoices to each member business that has already committed to sponsor:

- Unexpected Treasures
- Hassett Hardware
- JB Bell Business Consulting International
- Events, Etc...
- Gleim the Jeweler
- All Reasons Moving
- Pro-Staff Painting
- Benyammi Family Dentistry
- The Key

Bylaws Update

The Board reviewed the final edits from attorney B.Rhomberg and has two remaining questions that will be sent over to her for guidance.

Shortly after this meeting, The Board received an email reply from the attorney with a reply about the final two sections of the Bylaws listed below with her responses.

Language clarification regarding businesses under one-year in existence but potential new member has more than enough experience (over 5-years). The Board decided that we are an association of businesses and that we are looking for businesses and businesspeople with a strong, positive reputation and who are willing to be longtime members. The PEA attorney Barbara Rhomberg suggested the following updated language for Article III, Sec. 2., paragraph 2:

Prospective members must have sufficient industry experience and knowledge to merit the support and recommendation of Members. A business that has been in existence and operating for more than a year, with a Primary Representative that has at least five years of industry experience, will ordinarily 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.

On Article VII, Sec. 3. Expulsion Procedures.: This section lists the ways in which a Member is informed of a termination of membership. The Board defined the policy at the last meeting to be that all such notifications would go via USPS in order for us to always be in compliance with Section 20 of the California Corporations Code. Barbara mentioned here that we can remove the options for other methods of delivery, but at some point we might need to use a different method due to a lack of information and then we would be precluded (i.e., we do not have a physical location address, only an email or a PO Box #). The dates set out below are the minimum requirements under the law for notices of this type.

Sec. 3. Expulsion Procedures. In the case of proposed termination of a membership under Section II(d), (e), or (f) above, the following procedures shall apply:

- (a) *Notice.* The Association shall provide a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be given (a) by registered or certified U.S. mail, or (b) by private delivery service such as UPS or FedEx, with delivery confirmation or (c) by email if such transmission complies with Section 20 of the California Corporations Code. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty (20) days before the proposed date of termination, and at least fifteen (15) days before the date set for the hearing before the date of the meeting. Notices given by private delivery service, or email shall be delivered at least fifteen (15) days before the proposed date of termination, and at least ten (10) days before the date set for the hearing. All such notices shall be delivered to the mailing address, or email address (if applicable) of the Member's Primary Representative (or the Member, if an individual) provided by the Member to the Association for purposes of notice or appearing in the records of the Association.

M.Clark presented a motion to approve these changes as stated by B.Rhomberg, as well as any other grammatical changes to the final Bylaws document suggested by B.Rhomberg, with a second provided by John King. Discussion of the changes occurred via email and the motion passed unanimously. A.Roberts will notify B.Rhomberg of the acceptance of the final changes and will bring to the August 11, 2022 Board meeting the dates/procedure for the Member voting to take place.

Application Forms & Interview Process Review

A small group of Members are working on streamlining the forms. The Board requested that they add the membership agreement and the code of ethics to the interview document, so it is available to review with the candidate at the time of the interview meeting.

When we ask the Members to vote on the Bylaws, the office will also include the documents for the Members also sign as receiving and acknowledging they will comply with: Membership Agreement; Code Of Ethics.

Maureen will also be convening a meeting of the committee chairs soon and will work with A.Roberts on a doodle poll to find a date.

Input on meetings

Some presenters speak past their allotted time and there is no elegant way to interrupt them on zoom. We will try a chime or timer at the coming meetings. J.Johnson will also remind the presenters on the day of their talk what the timing expected is to be, i.e., spotlight talks are 5-10 minutes including any Q&A period; classification talks are 20-25 minutes, also including any Q&A period.

A motion was made by M. Clark to adjourn the meeting early, the Board having addressed all the agenda items. A second was provided by K. Thaler, and the motion passes unanimously. Meeting adjourned 9:41 a.m.

Having completed all the business of the Board, the meeting was adjourned to the next meeting of the Board on August 11, 2022 @ 8:35 a.m.

Respectfully submitted,
Angi Roberts
PEA Executive Director

Adjourn 9:45 a.m.

Next Board Meeting: August 11, 2022, 8:35 a.m.

Attendance and Participation ~ JUNE 2022

Date	# Members	Ongoing	Direct	Referral	Internet	Attended	Guests
6/2/2022	46	7	28	31	118	45	0
6/9/2022	46	4	15	14	38	40	0
6/16/2022	46	3	10	17	69	42	0
6/23/2022	46	34	21	14	49	47	0
6/30/2022	46	0	0	0	0	0	0
TOTALS	46	48	74	76	274	174	0

Month	# Members	Ongoing	Direct	Avg per week	Referrals	Avg per week	Internet	Avg per week	Attendance avg per week
June 2022	46	48	74	19	76	19	274	69	44
May 2022	46	50	46	14	30	10	120	39	39
Apr 2022	46	58	54	18	70	23	115	38	44
Mar 2022	46	132	124	25	98	20	199	40	43
Feb 2022	47	53	64	13	45	9	134	27	44
Jan 2022	46	57	113	28	68	17	174	44	41
Dec 2021	46	64	40	13	53	18	95	32	41
Nov 2021	46	47	57	19	54	18	125	42	42
Oct 2021	45	53	63	16	36	9	177	44	38
Sep 2021	47	16	23	6	18	5	21	5	39
Aug 2021	47	20	62	16	33	8	115	29	38
Jul 2021	48	35	90	18	76	15	117	23	37
Jun 2021	49	36	101	25	85	21	79	20	41
May 2021	53	13	56	14	23	6	54	14	43
Apr 2021	53	37	95	24	55	14	96	24	43
Mar 2021	53	8	43	11	39	10	42	11	45
Feb 2021	52	23	24	6	16	4	33	8	48
Jan 2021	52	45	76	19	41	10	96	24	42
Dec 2020	52	9	156	31	32	6	18	4	43
Nov 2020	52	16	68	17	26	7	46	12	43
Oct 2020	52	28	120	24	61	12	15	3	43
Sep 2020	52	1	12	4	29	10	3	1	39
Aug 2020	54	4	49	12	5	1	60	15	41
Jul 2020	54	7	39	10	7	2	25	6	43
Jun 2020	54	4	13	3	14	4	18	5	45
May 2020	54	9	2	1	14	4	5	1	45
Apr 2020	56	4	1	1	3	2	0	0	41
Mar 2020	55	32	46	23	68	34	74	37	40
Feb 2020	56	68	128	32	103	26	90	23	47
Jan 2020	56	85	170	43	118	30	152	38	45
Dec 2019	56	46	128	43	66	22	90	30	47
Nov 2019	57	67	129	43	83	28	96	32	45
Oct 2019	57	74	183	37	110	22	150	30	47
Sep 2019	57	69	156	39	101	25	159	40	44
Aug 2019	57	80	153	38	106	27	141	35	46
Jul 2019	57	65	143	48	72	24	101	34	43
Jun 2019	56	87	186	47	108	27	149	37	44
May 2019	55	65	208	52	98	25	156	39	44

Peninsula Executives Association
Balance Sheet
As of July 31, 2022

	Total
ASSETS	
Current Assets	
Bank Accounts	
First Rep checking 0353	10,136.71
First Rep savings 7458	14,488.07
Total Bank Accounts	\$ 24,624.78
Accounts Receivable	
Accounts Receivable	-127.00
Total Accounts Receivable	-\$ 127.00
Other Current Assets	
Undeposited Funds	190.00
Total Other Current Assets	\$ 190.00
Total Current Assets	\$ 24,687.78
TOTAL ASSETS	\$ 24,687.78
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	3,781.98
Total Accounts Payable	\$ 3,781.98
Other Current Liabilities	
Pre Paid Dues - Pro Staff	1,620.00
Total Other Current Liabilities	\$ 1,620.00
Total Current Liabilities	\$ 5,401.98
Total Liabilities	\$ 5,401.98
Equity	
Retained Earnings	21,305.23
Net Income	-2,019.43
Total Equity	\$ 19,285.80
TOTAL LIABILITIES AND EQUITY	\$ 24,687.78

**Peninsula Executives Association
A/R Aging Summary
As of July 31, 2022**

	Current	1 - 30	31 - 60	61 - 90	91 and over	Total
Hoge Fenton		190.00				190.00
Johnston Millwork, Inc.	253.00					253.00
State Farm Agency		190.00				190.00
TOTAL	\$ 253.00	\$ 380.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 633.00

Peninsula Executives Association
A/P Aging Detail
As of July 31, 2022

	Date	Transacti on Type	Num	Vendor
1 - 30 days past due				
	07/28/2022	Bill	AUG 2022	The Association Office
	07/28/2022	Bill	22-1265	Kathleen Campbell, CPA
	07/28/2022	Bill	Picnic 2022	Deanne Belcher
TOTAL				

Sunday, Jul 31, 2022 02:00:24 PM GMT-7

Due Date	Past Due	Amount	Open Balance
07/28/2022	3	2,670.98	2,670.98
07/28/2022	3	950.00	950.00
07/28/2022	3	161.00	161.00
		\$ 3,781.98	\$ 3,781.98

Peninsula Executives Association

Budget vs. Actuals: 22-23 Budget: 190-1234Q, only zoom meetings - FY23 P&L

March - July, 2022

	MAR - MAY, 2022				JUN - JUL, 2022				TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Income												
Contributions income	340.00	340.00	0.00	100.00 %		0.00	0.00		\$340.00	\$340.00	\$0.00	100.00 %
Dues									\$0.00	\$0.00	\$0.00	0.00%
1st Quarter Dues	8,399.00	8,209.00	190.00	102.31 %	380.00	0.00	380.00		\$8,779.00	\$8,209.00	\$570.00	106.94 %
2nd Quarter Dues		0.00	0.00		8,777.00	8,639.00	138.00	101.60 %	\$8,777.00	\$8,639.00	\$138.00	101.60 %
Dues owed prev fiscal yr pd now	190.00	1,140.00	-950.00	16.67 %		-590.00	590.00		\$190.00	\$550.00	\$ -360.00	34.55 %
Total Dues	8,589.00	9,349.00	-760.00	91.87 %	9,157.00	8,049.00	1,108.00	113.77 %	\$17,746.00	\$17,398.00	\$348.00	102.00 %
Initiation Fees	250.00	250.00	0.00	100.00 %	125.00	125.00	0.00	100.00 %	\$375.00	\$375.00	\$0.00	100.00 %
Outings - income									\$0.00	\$0.00	\$0.00	0.00%
Holiday Dinner					150.00		150.00		\$150.00	\$0.00	\$150.00	0.00%
Picnic					295.35		295.35		\$295.35	\$0.00	\$295.35	0.00%
Total Outings - income					445.35		445.35		\$445.35	\$0.00	\$445.35	0.00%
Pandemic Discount	-190.00	-190.00	0.00	100.00 %	-280.00	-190.00	-90.00	147.37 %	\$ -470.00	\$ -380.00	\$ -90.00	123.68 %
PayPal Sales	190.00		190.00						\$190.00	\$0.00	\$190.00	0.00%
Unapplied Cash Payment	770.00		770.00		-20.00		-20.00		\$750.00	\$0.00	\$750.00	0.00%
Total Income	\$9,949.00	\$9,749.00	\$200.00	102.05 %	\$9,427.35	\$7,984.00	\$1,443.35	118.08 %	\$19,376.35	\$17,733.00	\$1,643.35	109.27 %
GROSS PROFIT	\$9,949.00	\$9,749.00	\$200.00	102.05 %	\$9,427.35	\$7,984.00	\$1,443.35	118.08 %	\$19,376.35	\$17,733.00	\$1,643.35	109.27 %
Expenses												
Anniversary celebration	525.21	525.21	0.00	100.00 %		0.00	0.00		\$525.21	\$525.21	\$0.00	100.00 %
Board retreat	600.00	600.00	0.00	100.00 %		0.00	0.00		\$600.00	\$600.00	\$0.00	100.00 %
Contract Services	7,875.00	7,875.00	0.00	100.00 %	5,250.00	5,250.00	0.00	100.00 %	\$13,125.00	\$13,125.00	\$0.00	100.00 %
Insurance	276.00	276.00	0.00	100.00 %		0.00	0.00		\$276.00	\$276.00	\$0.00	100.00 %
Legal Fees	1,000.00	1,000.00	0.00	100.00 %		0.00	0.00		\$1,000.00	\$1,000.00	\$0.00	100.00 %
Outings - expense									\$0.00	\$0.00	\$0.00	0.00%
Boosters Hosted events		0.00	0.00			100.00	-100.00		\$0.00	\$100.00	\$ -100.00	0.00%
Holiday Dinner					1,000.00		1,000.00		\$1,000.00	\$0.00	\$1,000.00	0.00%
Total Outings - expense		0.00	0.00		1,000.00	100.00	900.00	1,000.00 %	\$1,000.00	\$100.00	\$900.00	1,000.00 %
PayPal Fees					12.26		12.26		\$12.26	\$0.00	\$12.26	0.00%
Postage	459.54	459.54	0.00	100.00 %		0.00	0.00		\$459.54	\$459.54	\$0.00	100.00 %
QBO-PayPal Transaction Fees	44.58	44.58	0.00	100.00 %	28.30	69.00	-40.70	41.01 %	\$72.88	\$113.58	\$ -40.70	64.17 %
QuickBooks Payments Fees	105.00	105.00	0.00	100.00 %	96.53	70.00	26.53	137.90 %	\$201.53	\$175.00	\$26.53	115.16 %

Peninsula Executives Association

Budget vs. Actuals: 22-23 Budget: 190-1234Q, only zoom meetings - FY23 P&L

March - July, 2022

	MAR - MAY, 2022				JUN - JUL, 2022				TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Tax									\$0.00	\$0.00	\$0.00	0.00%
State & Fed filing fee		0.00	0.00			25.00	-25.00		\$0.00	\$25.00	\$ -25.00	0.00%
Total Tax		0.00	0.00			25.00	-25.00		\$0.00	\$25.00	\$ -25.00	0.00%
Tax Prep		0.00	0.00			950.00	-950.00		\$0.00	\$950.00	\$ -950.00	0.00%
Uncategorized Expense		-1,276.00	1,276.00			-950.00	950.00		\$0.00	\$ -2,226.00	\$2,226.00	0.00%
Web site related expenses									\$0.00	\$0.00	\$0.00	0.00%
Domain Name Renewal	15.99	15.99	0.00	100.00 %		0.00	0.00		\$15.99	\$15.99	\$0.00	100.00 %
Website Security Software	18.00	42.00	-24.00	42.86 %	9.00	27.00	-18.00	33.33 %	\$27.00	\$69.00	\$ -42.00	39.13 %
Total Web site related expenses	33.99	57.99	-24.00	58.61 %	9.00	27.00	-18.00	33.33 %	\$42.99	\$84.99	\$ -42.00	50.58 %
Total Expenses	\$10,919.32	\$9,667.32	\$1,252.00	112.95 %	\$6,396.09	\$5,541.00	\$855.09	115.43 %	\$17,315.41	\$15,208.32	\$2,107.09	113.85 %
NET OPERATING INCOME	\$ -970.32	\$81.68	\$ -1,052.00	-1,187.95 %	\$3,031.26	\$2,443.00	\$588.26	124.08 %	\$2,060.94	\$2,524.68	\$ -463.74	81.63 %
Other Income												
Interest Income	1.53	1.53	0.00	100.00 %	7.08	1.00	6.08	708.00 %	\$8.61	\$2.53	\$6.08	340.32 %
Total Other Income	\$1.53	\$1.53	\$0.00	100.00 %	\$7.08	\$1.00	\$6.08	708.00 %	\$8.61	\$2.53	\$6.08	340.32 %
NET OTHER INCOME	\$1.53	\$1.53	\$0.00	100.00 %	\$7.08	\$1.00	\$6.08	708.00 %	\$8.61	\$2.53	\$6.08	340.32 %
NET INCOME	\$ -968.79	\$83.21	\$ -1,052.00	-1,164.27 %	\$3,038.34	\$2,444.00	\$594.34	124.32 %	\$2,069.55	\$2,527.21	\$ -457.66	81.89 %

**BYLAWS
OF
PENINSULA EXECUTIVES ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

Revised August 2022

ARTICLE I

NAME AND LOCATION

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

Sec. 2. The office of this Association shall be at the office of the contract Executive Director or, if there is no contract Executive Director, at the business of the President.

ARTICLE II

PURPOSE

Sec. 1. The principle purpose of the Association is to maintain an organization composed of leading business and professional persons in the greater San Francisco, California bay area counties, each represented by one Primary member, for the mutual benefit of all.

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

Sec. 3. Since the purpose of this Association is solely and directly to benefit the business of its members, 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.

ARTICLE III

MEMBERSHIP

Sec. 1. Membership shall consist of three classes: (1) Regular Members, (2) Honorary Members and (3) Emeritus Members. Each regular membership shall be entitled to a Primary and an Associate representative. The Board of Directors (hereafter referred to as “Board”) shall have the authority to define and propose additional membership classes as necessary, which also may include non-voting categories of membership. Members should receive at least two weeks’ notice of a proposed new membership classification, which requires a vote of approval by 2/3 of

the members at a regular Association meeting. Only Regular Members shall have voting rights in the Association.

Sec. 2. Regular Members. Regular membership shall be limited to businesses or sole proprietorships that operate a business or profession firm in any of the greater San Francisco, California bay area counties.

Prospective members must have sufficient industry experience and knowledge to merit the support and recommendation of Members. A business that has been in existence and operating for more than a year, with a Primary Representative that has at least five years of industry experience, will ordinarily 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 Member.** If the membership will be held by a firm or corporation or other 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 Membership Committee and the Board of Directors. In this case, membership shall be the property of the business entity in whose name it is held, and membership is not transferable to an individual.

A Primary representative shall be eligible to cast the business member's vote in Association elections or other matters requiring a vote of the membership.

Nothing in this section shall affect the standing of any person who represents a business member at the time of the adoption of these Bylaws.

If the membership will be held by a business that is a sole proprietorship, then the individual business owner shall be the member and shall be the Primary representative for the membership.

(b) **Associate Representative.** Every Regular member shall be privileged to 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. An Associate representative shall be entitled to vote only in the absence of the Primary representative with whom he or she is associated. The member business may be assessed an additional charge if both Primary and Associate members attend a function for which there is a charge.

In no cases shall a member business cast more than one vote on behalf of the business.

Sec. 3. Emeritus Members. Emeritus membership shall be limited to individuals with at least ten (10) years of Regular membership status, 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. Emeritus members may attend business meetings and other social events by paying the cost of the same as well as any other assessments as the Board shall from time to time determine. An Emeritus member does not pay regular dues.

- (a) Emeritus members shall no longer be eligible for a business classification and shall not market any service or product.
- (b) Emeritus members shall be nominated at a meeting of the Board of Directors and approved by two thirds (2/3) of the votes collected of members present at any regular meeting of the Association.
- (c) Emeritus members shall not be eligible to vote on any matters of the association.

Sec. 4. Honorary Members. Honorary membership is reserved for individuals who have rendered valuable or distinguished service to the Association, have achieved at least 20 (twenty) years of Regular membership status, and who are no longer Regular members. This designation may be awarded posthumously.

- (a) Honorary members shall no longer be eligible for a business classification and shall not market any service or product.
- (b) Honorary members must be nominated at a meeting of the Board of Directors and approved by two thirds (2/3) of the votes of the members present at any regular meeting of the Association.
- (c) Honorary members shall not be eligible to vote on any matters of the association.

Sec. 5. Classifications. The Board of Directors shall determine the business and professional classifications eligible for membership in the Association. There shall be no more than one member business in each classification. 60% or more of a member's business sales must fall under the classification held by the member.

Sec. 6. Membership is not Transferable. Memberships are not assignable or transferable by sales, gift, operation of law, or by any other means, except with the approval of the Board of Directors or as defined by the Operations Manual.

ARTICLE IV

APPLICATION FOR MEMBERSHIP

Sec. 1. Membership Application. Applicants for membership shall submit an application to the Association on an approved form. The Board will review applications and decide whether to admit the applicant as a regular member, subject to the posting requirement described below. The Board may establish procedures for accepting and reviewing membership applications, and may in its discretion require recommendations from an existing member and/or from the membership committee before the Board acts on an application, provided that any such procedures shall be in writing and shall be applied in a nondiscriminatory manner to all applications.

Sec. 2. Posting the Application.

- (a) The name of every individual or business applicant must be published to the membership at large when an application is received, for a period of at least two weeks. During the two-week posting period, members may make written objections in writing, addressed to the Board of Directors through the President or the Executive Director, who will notify the Board of Directors of the objection. Such objection shall be in writing and the objecting member must ensure the Board receives the objection prior to the end of the two-week posting period. Objections must state clearly the reasons for objection and may be sent to the Association via USPS posted letter, electronically via email or facsimile, or delivered by hand to the President or the Executive Director.
- (b) No applicant shall be admitted to membership after written objection of one or more members pursuant to Section 2, above, until the Board of Directors has considered the objection and approved the applicant by the majority vote of the entire Board of Directors (four of the seven voting members).
- (c) If no objections are made, the applicant shall be declared a member.
- (d) The decision of the Board of Directors in the selection of members is final.

Sec. 3. Nondiscrimination. The Association values diversity and inclusion in its membership. Membership decisions do not discriminate on any basis prohibited by law.

ARTICLE V

ADMISSION FEES AND DUES

Sec. 1. Admission/Initiation Fee. The admission or initiation fee of Regular members shall be such amount as the Board of Directors shall from time to time determine, and shall be payable upon approval of the application for membership by the Board.

Sec. 2. Dues. The dues of Regular members shall be such amount as the Board of Directors shall from time to time determine, and shall be payable in advance, including the cost of meals or other expenses approved by the Board.

- (a) The Board will advise members of changes in the dues amount at a regular meeting of the Association, electronically via email or facsimile, or telephonically, as soon as practical.
- (b) Dues changes will not be retroactive.
- (c) Continued membership is contingent upon being up-to-date on membership dues. Members who are not current on their membership dues may be asked to pay-as-you-go for meals or other expenses until such time as their membership dues are brought current, unless other arrangements are made with the Board. "Pay-as-you-go" is only a temporary arrangement until dues are brought current.

ARTICLE VI

DUTIES OF MEMBERS

Sec. 1. Every member shall supply members and the Executive Director with information which may be of interest to fellow members in assisting them to get business.

Sec. 2. Members shall hold confidential all business information emanating from the Association.

Sec. 3. The exchange of business information is the purpose of the Association.

Sec. 4. It is the duty of every member to be represented by a Primary or Associate member at all regular meetings of the Association, unless previously excused.

Sec. 5. It is the duty of every Member to sign and return to the Executive Director the "Responsibility of Members" document within thirty (30) days of receipt of said document.

Sec. 6. It is the duty of every business to attend as many PEA activities, open houses, and/or special events as possible, whether attended by Primary or Associate members. Members are encouraged to invite Association members to open houses or other activities to develop deeper connections and business relationships with members.

Sec. 7. It is the duty of Members to give spotlight and/or a classification talks at an Association meeting on a regular basis. Such talks are typically scheduled once every 12-24 months.

ARTICLE VII

RESIGNATIONS AND EXPULSIONS

Sec. 1. Termination of Membership. Membership in the Association shall continue until terminated as provided in this Article VII, or until the member dies (in the case of an individual member or sole proprietorship) or dissolves (in the case of a member that is a business entity).

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

- (a) *Expiration.* If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.
- (b) *Resignation.* A member may voluntarily resign at any time in a writing delivered to the Secretary-Treasurer or President or Board of Directors of the Association. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Should a member's account be in arrears at resignation, the member is required to remit the past due balance to the Association within thirty (30) days unless

other arrangements have been made with the Board. The Board reserves the right to use Small Claims Court to remedy the unpaid dues of a resigned member.

- (c) *Nonpayment of Dues.* A member's membership in this corporation shall automatically terminate thirty (30) days after such member is sent written notice of the failure to pay dues or fees on or before their due date, unless special payment arrangements have been approved by the Board. A member may avoid such termination by paying the amount of delinquent dues or fees within such thirty (30) day period.
- (d) *Failure to Participate.* On a good faith finding by the Board of Directors, made in accordance with Section 3, that a Member has been absent from four (4) consecutive Association meetings without an adequate excuse or reasonable cause for such absences, or that the Member has failed to deliver a spotlight or classification talk at an Association meeting for over 24-months without an adequate excuse or reasonable cause.
- (e) *Failure to Qualify.* On a good faith finding by the Board of Directors, made in accordance with Section 3, that a member no longer meets the qualifications set forth in Article III, such member's membership in this corporation shall terminate.
- (f) *Interests of the Association.* On a good faith finding by the Board of Directors, made in accordance with Section 3, that such member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct that is materially and seriously prejudicial to the Association's purposes and interests, or failed to conduct business in a manner that would, in the judgment of the Board, deserve the support and recommendation of Members, or that continued participation by the member in the Association as a member is not in the best interests of the Association and the furtherance of its purposes.

Sec. 3. Expulsion Procedures. In the case of proposed termination of a membership under Section II(d), (e), or (f) above, the following procedures shall apply:

- (a) *Notice.* The Association shall provide a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be given (a) by registered or certified U.S. mail, or (b) by private delivery service such as UPS or FedEx, with delivery confirmation or (c) by email if such transmission complies with Section 20 of the California Corporations Code. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty (20) days before the proposed date of termination, and at least fifteen (15) days before the date set for the hearing before the date of the meeting. Notices given by private delivery service, or email shall be delivered at least fifteen (15) days before the proposed date of termination, and at least ten (10) days before the date set for the hearing. All such notices shall be delivered to the mailing address, or email address (if applicable) of the Member's Primary Representative (or the Member, if an individual) provided by the Member to the Association for purposes of notice or appearing in the records of the Association.

- (b) *Hearing.* The member shall be given an opportunity to be heard by the Board, either orally or in writing, not less than five (5) days before the effective date of the proposed termination. If the Member does not appear and has not notified the Secretary-Treasurer or President of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- (c) *Determination.* If the Member appears at the hearing or is heard in writing, then following the hearing date, the Board shall decide whether or not the member should in fact be expelled, and promptly notify the Member of such decision. That decision shall be final unless the termination is appealed as provided below.
- (d) *Appeal to Board for Reconsideration.* A Member that was expelled may appeal to the Board to reconsider by delivering a written request for reconsideration to the President, the Secretary-Treasurer, or the Board of Directors within fifteen (15) days from the date of expulsion (or, if later, within seven (7) days of the date the member was notified of the decision). An expelled member may be reinstated by a vote of two-thirds (2/3) of the voting Board members at the next regular meeting of the Board.
- (e) *Refund.* The Board may determine whether any person whose membership has been terminated shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Sec. 4. Suspension. If a business member merges, consolidates or changes its business or management, and as a result the business no longer meets the 60% classification threshold or the changed business now conflicts with another member's classification, the Board may suspend the changed business until it reapplies for membership under a new classification. A member suspended under this section shall be entitled to a *pro rata* refund of dues paid in advance of the date of its suspension. All decisions of the Board under this section shall be final.

Nothing in this section is to be taken as prohibiting a suspended member from applying for a new Regular membership in a classification for which it is eligible. Said applicant shall conform to the rules for proposing a new member except, however, that the admission/initiation fee shall be one-half (1/2) the regular admission/initiation fee.

Sec. 5. Other Memberships. A Regular member may join other organizations with purposes similar to those of this Association. If such memberships interfere with the member's active promotion of Association members and their businesses and participation in the business of the Association, the Board may request that the member choose between the Association and other memberships. If the member fails to increase support for the Association and its members, it shall be the duty of the Board to request the member's resignation, or suspend membership in this Association.

Membership in civic, service, and industry-specific groups are not considered conflicts with membership in the Association.

ARTICLE VIII

CHARGES AGAINST MEMBERS

Sec. 1. All charges of Bylaws violations, classification violations, or unbecoming conduct by a member against another member must be submitted in writing to the Board, together with evidence supporting the charge. The Board will convene the Ethics Committee to hear members and the evidence. The Ethics Committee shall report its findings to the Board for such action as the Board deems proper.

ARTICLE IX

BOARD OF DIRECTORS

Sec. 1. Election. The Board shall consist of seven (7) individuals who shall each be either the Primary Member or Associate Member of a regular Member. Directors shall be elected at an Association meeting held in January of each year. 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 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. Removal. The Board of Directors, by the vote of a majority of the directors who are a Primary Member or Associate Member, may declare vacant the office of any director who ceases to be a Primary Member or Associate Member of a regular Membership. In addition, the Board of Directors may declare vacant the office of any director who:

- (a) has been declared of unsound mind by a final order of court, or
- (b) convicted of a felony, or,
- (c) if this corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty Section 7238 of the California Nonprofit Corporation Law, or
- (d) failed to attend three (3) unexcused consecutive Board meetings (provided this basis for removal appeared in the Bylaws at the start of such director's current term).

The Members may remove any director without cause at any time. If there are fewer than fifty (50) members, the vote of a majority of all Members shall be required to remove a director. A director who also serves as an officer who is removed as a member of the Board shall automatically be removed from office.

Sec. 4. Vacancy. A vacancy in a Board office shall be filled by a vote of the majority of the remaining members of the Board to serve for the unexpired portion of the vacant term.

A vacancy on the Board shall be filled by soliciting nominations from the membership at a regular meeting of the Association and, if needed, holding an election. The new Board member will serve for the unexpired portion of the term vacated.

Sec. 5. Board Meetings. The Board shall hold a regular meeting at least once a month, or as often as the interests of the Association may require, but in no case shall meet less than quarterly. The time and place of such meetings shall be called by the President, or by the Secretary-Treasurer at the request of three (3) or more Directors, by giving timely notice to each member of the Board.

Sec. 6. Actions Outside of Regular Meetings. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent to such action in writing via a document, facsimile, Email, or other electronic method. Such consents shall have the same effect as an in-person vote of the Board and shall be filed with the minutes of the Board's proceedings.

Sec. 7. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice of consent to holding the meeting or an approval of the minute thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Sec. 8. Rescheduling a Meeting. A majority of the Directors present, whether or not a quorum, may adjourn a Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given as far in advance as practical (but at least 48 hours in advance) to all Directors, whether or not they were present at the time of adjournment.

Sec. 9. Attendance. Failure to attend three (3) or more consecutive meetings of the Board of Directors without sufficient or satisfactory excuse shall be sufficient cause for suspension or termination from the Board.

Sec. 10. Quorum. The in-person presence of a majority of current members of the Board, whether physical or virtual, shall be necessary at any meeting to constitute a quorum to transact business.

Sec. 11. Order of Business. The Board of Directors shall prescribe its own order for business and rules of procedure, and is encouraged to document such decisions in an operations guide for future Boards.

Sec. 12. Past President. The immediate past president automatically becomes a Board member for the year following the Presidency. 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 Board members at seven.

Sec. 13. Compensation. Members of the Board shall not receive any compensation or discounts for their services as Directors.

Sec. 14. Confidentiality. Directors shall not discuss or disclose information about the Association or its activities, or confidential information about members, to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes or can reasonably be expected to benefit the Association. Directors shall use discretion and good business judgment in discussing the affairs of the Association with third parties.

Without limiting the foregoing, Directors may discuss upcoming activities and the purposes and functions of the Association, including but not limited to accounts on deposit in financial institutions. Each Director will be required to execute a confidentiality agreement upon accepting appointment to the Board.

ARTICLE X

POWERS OF THE BOARD OF DIRECTORS

Sec. 1. The Board shall have direction and control of the affairs of the Association and have charge of its business management, subject to these Bylaws and subject to the direction of the membership.

Sec. 2. The Board shall have the power to call special meetings of the membership as necessary by giving at least two (2) days written notice of such meetings by USPS mail, Email or facsimile to the last known mailing address, e-mail address, or fax number of each member, setting forth the purpose of the meeting in such notice.

Sec. 3. The Board shall consider all charges of violation of these Bylaws or the rules of the Association, and have power to penalize an offending member as may be deemed best in their judgment.

Sec. 4. The Board shall consider bills rendered to the Association and determine appropriateness for payment or refusal.

Sec. 5. The Board shall have such other powers as indicated elsewhere in these Bylaws or as given to it by the membership.

ARTICLE XI

OFFICERS AND EXECUTIVE DIRECTOR

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

Sec. 2. Election. The officers shall be elected annually by ballot of the new Board at a meeting held pursuant to Article IX, Sec. 1. The officers-elect shall take office at the first members' meeting in March and shall hold office for one (1) year or until such time as the officer is re-elected or a qualified successor has been elected. Officers may serve more than one consecutive term if re-elected by a new Board.

Sec. 3. Executive Committee. The Board may choose, at its discretion, to establish an Executive Committee composed of the officers and at least one other Director. The members of the Executive Committee shall be appointed (and) may be removed by the majority of directors then in office.

Sec. 4. Vacancy. In the event of a vacancy in any Board office, a majority of the Board shall elect a duly qualified Director to fill such vacancy for the remainder of the expired term.

Sec. 4. Executive Director. The Board may contract with a professional Executive Director to serve at the will of the Board, whose contract fees shall be agreed to by the Board and paid from the funds of the Association.

- (a) The Executive Director must meet the qualifications of an Independent Contractor and shall not be an employee of the Association.
- (b) The Executive Director must have a business license and carry an appropriate level of liability and errors & omissions insurance coverage.
- (c) The Executive Director shall make such reports at Board and Executive Committee meetings as shall be required by the President or the Board.
- (d) No officer or Director may instruct the Executive Director to provide services that are outside the scope of the Executive Director's contract.
- (e) The Executive Director shall be a nonvoting member of all committees.
- (f) The Executive Director shall present a new annual contract proposal detailing scope of work to the Board at least thirty (30) days prior to the expiration of the current contract. The Board will review and vote on the new contract prior to the expiration of the current contract.
- (g) The Executive Director shall turn over all books, cash, and other property and records of the Association to the Board upon request, or upon the expiration of the contract agreement.
- (h) The Executive Director may or may not be a member of the Association.

ARTICLE XII

DUTIES AND POWER OF THE PRESIDENT

Sec. 1. The President shall preside at all meetings of the membership and the Board.

Sec. 2. The President shall appoint all standing and special committees from the membership and shall have the authority to call special meetings of the membership at any time.

Sec. 3. The President may appoint an Auditing 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 but who shall be approved by a majority of the Board) for the purpose of auditing the Association's financial books, accounts and vouchers as maintained by the Executive Director and the Board. The audit shall produce a written report on the Association's finances to the Board upon request at the discretion of the Board. A summary of the auditor's report shall be shared with the membership.

Sec. 4. The President may countersign with the Secretary-Treasurer, Vice President, or a designated Board member, payments for all bills as approved by the Board. In the event that bills are paid electronically, the Executive Director will obtain and retain written approval (E-mail is acceptable) to pay each bill.

Sec. 5. At the annual election meeting, it shall be the duty of the President to call for any 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 members. 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 countersign and/or give concurrent written approval, with the President, Secretary-Treasurer or another designated Board member, for all payments approved by the Board.

Sec. 2. Committee Coordination. It shall be a primary duty of the Vice- President to coordinate all committee chairs and to require periodic reports regarding the plans and activities of the committees.

ARTICLE XIV

DUTIES OF THE SECRETARY-TREASURER

Sec. 1. Accounting Methods. It is the duty of the Secretary-Treasurer to become fully acquainted with the method of accounting used for the records and statistics of the Association. The Secretary-Treasurer is responsible to ensure that such records, accounts, and statistics are properly kept by the Executive Director.

Sec. 2. Accounts Payable. The Secretary-Treasurer, in conjunction with at least one other Director, provides timely written approval (Email is acceptable) of all bills and claims to be paid by the Association.

Sec. 3. Reporting. The Secretary-Treasurer shall present a regular monthly report of receipts and disbursements to the Board that is prepared by the Executive Director. The Secretary-

Treasurer works with the Executive Director to prepare an annual budget and reports on the Association's finances at least annually, or more frequently as may be requested by the Board.

Sec. 4. Insurance. The Secretary-Treasurer shall ensure that the Association and its members are at all times properly insured against liability and errors and omissions.

ARTICLE XV

DUTIES OF THE EXECUTIVE DIRECTOR

Sec. 1. The Executive Director shall meet all of the qualifications outlined in Article XI. Sec. 4. Executive director.

Sec. 2. Promote the Purposes of the Association. The Executive Director shall use best efforts to promote the exchange of business and business leads between members of the Association. The Executive Director shall call on members of the Association at frequent intervals for the purpose of discussing with them business pertinent to the interest of the Association and its members.

Sec. 3. Assist the Board. The Executive Director shall cooperate with and assist the Association's Directors, officers and committee chairs. When practical and possible, the Executive Director shall attend Association, Board and committee meetings.

Sec. 4. Implement Board Directives. The Executive Director shall follow instructions and suggestions given from time to time by the Board or by the President. The Board may appoint one or more Directors and/or members to work in an advisory capacity with the Executive Director to carry out and general or specific duties that may be assigned to the Executive Director.

Sec. 5. Minutes and Record Keeping. The Executive Director keeps custody of the Association's records and files and must follow accepted business procedures to ensure their safety and backups.

It shall be the duty of the Executive Director 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.

Sec. 6. Accounts Receivable. The Executive Director receives all monies paid to the Association deposits the same in a bank or banks, as determined by the Board. The Executive Director ensures that the Association's funds are disbursed only for such expenses and bills that have been approved by the Secretary-Treasurer and at least one other Director.

Sec. 7. Accounts Payable. The Executive Director reviews all bills and claims against the Association in sufficient time to obtain approval for timely payment. The Board may authorize the Executive Director to process electronic payments for bills or claims against the Association,

after obtaining written approval (Email is acceptable) from the Secretary-Treasurer and at least one other Director.

Sec. 8. Website and Membership Roster. The Executive Director shall see that a complete and correct membership roster is kept at all times. The Executive Director may also have responsibilities to maintain the Association's website and domain registry, as outlined in the Executive Director's scope of work in the annual contract agreement.

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:

(1) **LEADS COMMITTEE** – This committee shall have charge of ways and means for developing business information and stimulating new business for members by means of sharing information, generating business leads, or such other ethical methods as may be deemed advantageous to members.

(2) **MEMBERSHIP COMMITTEE** – This committee shall promote membership in the Association, explore all applications for membership and membership classifications, investigate objections affecting membership, and make recommendations to the Board.

(3) **FINANCE COMMITTEE** – This committee shall consist of not less than three (3) members, the chair of which shall be a member of the Board, and at least one (1) member of which shall not be a Director. It shall be the duty of this committee to work with the Executive Director, Committee Chairs, and other Directors, as necessary, to prepare a budget of receipts and disbursements, and to develop and review fiscal procedures for guidance of the Association's finances.

(4) **PROGRAM COMMITTEE** – This committee shall plan and execute special programs for Association meetings throughout the year.

(5) **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 all charges made against members, disputes among members, or concerns regarding the general conduct of the Association. The Ethics Committee is convened at the direction of the Board and reports its findings and recommendations to the Board.

(6) **NOMINATING COMMITTEE** – At least thirty (30) days prior to the date of the regular annual members' meeting of the Association, the Board shall appoint a nominating committee of five (5) members in good standing including the incumbent President, one (1) additional

Director, and three (3) regular members who have been members for at least three (3) years. It shall be the duty of the Nominating Committee to identify regular members willing to stand for election to the Board.

A majority of the Nominating Committee shall have the power to nominate a slate of candidates. This slate should be communicated by the Executive Director to each member in advance of the meeting at which the election will be held. Should this ticket not be communicated in advance as above required, it shall not be called the regular ticket. Voting for the Directors of the Association shall be by secret ballot. The majority of all votes cast shall constitute an election in each case.

Nothing herein contained shall preclude further nominations by members of the Association. Such other nominations shall be in writing and given to the Executive Director prior to the election meeting, or verbal nominations may be made from the floor by any Regular member in good standing at the election meeting. It shall be the duty of the President to call for further verbal nominations immediately preceding the election.

(7) **ATTENDANCE COMMITTEE** – This committee shall be responsible for promoting and encouraging the regular attendance of each Primary and/or Associate 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 member in maintaining good attendance, using the attendance records provided by the Executive Director. Should attendance become a problem for Primary Member, this shall be reported to the Board of Directors with the Attendance Committee's recommendation for any action they deem in the best interests of the Association.

(8) **MENTOR COMMITTEE** – The purpose of this committee is to help new and prospective members become acquainted with members and comfortable with the Association's programs and processes. A Mentor greets new members, sits with them during the meetings and events (as desired by the new member), and is available to answer questions and encourage a new member's participation.

The Mentor Committee is responsible for ensuring that new members receive a copy of the Bylaws and any other documents such (e.g., confidentiality, nondiscrimination, and conflict of interest policies) that require written acknowledgement by a new member. The Mentor Committee will return the signed acknowledgements to the Executive Director.

Sec. 3. The Board may create additional, 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 same shall be mailed, E-mailed, or sent by facsimile to each member at least ten (10) days in advance, and no business shall be conducted at a special meeting other than that provided for by such notice.

Sec. 4. Quorum. 50% of the total number of members present in good standing 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 cast 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, in the absence of the Primary Representative, by the Associate representative. Only the Primary or Associate representative may cast a member's vote, and no member 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 disband it.

Sec. 2. No member shall have any right, title, or interest in the assets of the Association and no part of the net earnings inures to the benefit of any individual or member until such time as the Association may disband, as provided in Section 1 of this Article.

Sec. 3. The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the Association. In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code, as deemed appropriate by the Peninsula Executives Association Board of Directors.

ARTICLE XIX

BYLAWS; AMENDMENT; INTERPRETATION; MEMBERS BOUND BY

Sec. 1. Changes. These Bylaws may be changed or amended, or new Bylaws adopted, by a two-thirds (2/3) vote of the Association members present at the annual meeting, or at any special meeting called for that purpose by the Board.

Sec. 2. Publication. Every amendment 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 construe these Bylaws and to reconcile any inconsistency or ambiguity therein, and such construction or reconciliations shall be placed upon the Minute Book of the Association and in an operations manual or policy guide, if it exists.

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

Sec. 5. Member Duty to Read Bylaws. Upon becoming a member of this Association and having been introduced at a regular meeting as such, it shall be the duty of the member to sign a written acknowledgement of having received and read a copy of these Bylaws, and any amendments thereto, and that member's agreement to be subject to the burdens and responsibilities of these Bylaws, as well as being entitled to the benefits hereunder.

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 to any member upon request to the Executive Director or a Director.

ARTICLE XX

CONFLICT OF INTEREST

Sec. 1. Purpose. The purpose of this policy is to protect this tax-exempt Association's interests when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Association, or might result in private inurement or a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Sec. 2. Definitions.

Interested Person. Any Director, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, any of the following:

- (a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- (b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Compensation. Compensation includes direct and indirect remuneration or discounts as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Sec. 3. Procedures.

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest**
 - 1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. The President of the Board or Chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3. After exercising due diligence, the Board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4. If a more advantageous transaction or arrangement that will not create a conflict of interest is not reasonably possible under circumstances, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.
- (d) **Violations of the Conflicts of Interest Policy**
 - 1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Sec. 4. Records of Proceedings

- a. The minutes of the Board and all committees with Board-delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Sec. 5. Compensation

- a. A Director of the Board who receives compensation, directly or indirectly, from the Association for services, is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services, is precluded from voting on matters pertaining to that member's compensation.
- c. A Director of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.

Sec. 6. Annual Statements. Each Director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Association is nonprofit in the State of California and, in order to maintain its tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Sec. 7. Periodic Reviews. To ensure the Association operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further nonprofit purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Sec. 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XXI

INDEMNIFICATION

Sec. 1. General.. To the full extent authorized under the laws of the State of California, the Association shall indemnify any Director, officer, employee, or agent, member, or former Director, officer, employee, agent or member of the Association, against expenses actually and necessarily incurred if a person is made a party by reason of being or having been such member, Director, officer, employee, or agent. An exception to indemnification will occur if the person has been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Indemnification is not exclusive of any other rights to which a person may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Sec. 2. Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board. The person will be required to repay such amount, if it is ultimately determined that the person is not entitled to be indemnified hereunder.

Sec. 3. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XXII

ADOPTION OF BYLAWS

We, the undersigned, are Directors of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 20 preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Maureen Clark, President

ATTEST: Adam Pyle, 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.