

BYLAWS OF THE MARTINEZ BOCCE FEDERATION
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I

NAME

The name of this Corporation shall be the Martinez Bocce Federation.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the non-profit Corporation shall be in the City of Martinez, County of Contra Costa, and State of California. The Corporation may have offices and places of business at such other places within or without the City of Martinez as shall be determined by the Directors.

The address of the registered office Corporation is: Joe DiMaggio Way (P.O. Box 642), Martinez, California 94553. The name of the registered agent of the Corporation is Greg Travers.

ARTICLE III

OBJECTIVE AND PURPOSES

The charitable purposes of this Corporation are as set forth in the Articles of Incorporation.

ARTICLE IV

MEMBERSHIP

Section 1: Qualifications

There shall be one class of Membership in this Corporation: Any persons of good character, dedicated to the purposes of the Corporation, shall be eligible for regular Membership upon payment and acceptance of such dues and initiation fees as may from time to time be fixed by the Board of Directors.

Section 2: Fees, Dues and Assessments

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the initiation fees and annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be equal to all members.

Section 3: Termination of Membership

(a) Causes of Termination. The membership of any regular member shall terminate upon occurrence of any one of the following events:

(i) The resignation of the member

(ii) Expiration of the period of Membership unless the member sooner renews for a subsequent period, on the renewal terms set by the Board of Directors.

(iii) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

(b) Procedure for Suspension or Expulsion. Following the preliminary determination that a member should be suspended or expelled under subparagraph (iii) above, the following procedure shall be implemented:

(i) A notice shall be sent by Mail prepaid, first-class, or registered Mail to the most recent address of the member shown on the Corporation's records. Such notice shall be sent at least thirty (30) days before the effective date of the proposed disciplinary action.

(ii) The member being disciplined shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than ten (10) days before the effective date of the proposed action. The hearing will be held by a standing special member disciplinary committee composed of not fewer than three (3) directors appointed by the Commissioner and confirmed by the Board of Directors. The notice to the member of the proposed action shall state the date, time and place of the hearing on the proposed action.

(iii) Following the hearing the disciplinary committee shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The approval, modification, or any other action the Board deems prudent.

(iv) Any person expelled or suspended from the Corporation shall not receive a refund of dues or assessments already paid.

ARTICLE V

MEETINGS OF MEMBERS

Section 1: Place of Meeting

Meetings of the Membership shall be held at any place within our outside the City of Martinez designated by the Board of Directors.

Section 2: Annual Meeting

The annual meeting of the Members shall be held on the **second** Tuesday in February of each year, unless the Board of Directors fixes another date and so notifies the Members.

Section 3: Special Meetings

Special meetings of the Members of the Corporation may be called at any time by the Commissioner, by resolution of the Board of Directors, or by fifteen percent (15%) of all the Members in good standing of the Corporation.

Section 4: Notice of Members' Meetings

(a) General Notice. All notices of meetings of Members shall be sent or otherwise given not less than ten (10) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and in the case of annual meeting, those matters which the Board of Directors, at the time of giving the notice, intend to present for action by the Members.

(b) Manner of Giving Notice. Notice of any meeting of Members shall be given either personally, telegraphically, or by United State Mail which may include, notice printed on the official publication of this corporation. If Mailed, such notice shall be deemed to be delivered when deposited in the United State Mail with postage prepaid, addressed to the member at his/her address as it appears on the books of the Corporation.

(c) Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of the meeting.

(d) Voting List. The Treasurer shall prepare a complete list of Members entitled to vote at such meetings or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 5: Quorum

(a) A majority of the Members present shall constitute a quorum for the transaction of business at a meeting of the Members.

(b) If during a meeting of the Members, a quorum is lost, then the remaining Members may continue to transact business until adjournment by a majority of the Members remaining.

Section 6: Voting

(a) Eligibility to Vote. All Members in good standing of the Corporation are entitled to vote at any meeting of Members. There shall be no voting by proxy of any member or Members.

Section 7: Vote Required to Elect a Director

(a) Candidates receiving the highest number of votes shall be elected as at large directors.

ARTICLE VI

Board of Directors

Section 1: Directors Powers

(a) General Corporate Powers. Subject to the provisions of the California Non-profit Public Benefit Corporation Law and any limitations in the articles of Incorporation and these bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(i) Select and remove all Officers, agents, and employees of the Corporation; prescribe and powers and duties for them that consistent with law, with the articles of Incorporation, and with these bylaws, fill at large director vacancies on the Board of Directors by an affirmative vote of the majority of the remaining Directors constituting a quorum, amend the Articles of Incorporation and the Bylaws of the Corporation.

(ii) Change the principal executive office or the principal business in the State of California from one location to another.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of Membership certificates; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporations purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

Section 2: Number and Qualifications of Directors

(a) The authorized number of Directors shall be determined by the Board of Directors, but in no case shall that number be less than fifteen (15) nor greater than twenty three (23).

(b) Directors need not be residents of the City of Martinez.

(c) Any Director missing (3) consecutive board meetings may be terminated by a majority vote of the Board of Directors constituting a quorum.

(Amended: May 11, 1993 to read: Any member missing three meetings without a valid excuse may be terminated at the discretion of the Board of Directors.)

Section 3: At-Large Directors

(a) All of the Directors are to be at-large Directors elected by the Members at the annual meeting. All Directors are elected for two (2) year terms. Each Director, including one appointed to fill a vacancy, shall hold office until expiration of the term for which elected or appointed and until a successor has been elected and qualified.

(b) The election of the at-large Directors shall be structured so that on alternating biannual basis eight (8) and (10) directors respectively will be up for election.

Section 4: Director Vacancies

(a) Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors constituting a quorum.

Section 5: Place of Meetings

(a) The meeting of the Board of Directors may be held at any place within or without the City of Martinez that a majority of the Board of Directors may from time to time designate.

Section 6: Annual Meeting

(a) The Board of Directors shall hold a regular meeting for the purpose of organization and transaction of business in February of each year, unless the Board of Directors fixes another Date and so notified the Members. The Board of Directors may provide for a holding of additional meetings.

Section 7: Other Regular Meetings

The Board of Directors shall hold monthly meetings for the purpose of transacting business and its affairs. Notice of the day of the month, time and place must be given at the annual meeting

Section 8: Special Meetings

Special meeting of the Board of Directors may be called at any time by the Commissioner or by any five (5) Members of the Board of Directors.

Section 9: Notice of Meetings

(a) Notice of regular meetings of the Board of Directors setting forth the time and the place of the meeting shall be given to each Director not less than seven (7) days prior to the time fixed for the meeting. Such notice shall be given either personally, telephonically, electronically or by the US Mail.

(b) Notice of special meetings of the Board of Directors, setting forth the time and place of the meeting shall be given to each Director not less than seven (7) days prior to the time fixed for the meeting. Such notices shall be given either personally, telephonically, electronically or by the US Mail.

(c) Attendance by a director at a meeting shall constitute a waiver of notice of the meeting.

Section 10: Quorum

A majority of the Board designated number of Directors, excluding vacancies, shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11: Proxies

Voting by proxy shall be permitted in order for urgent Corporation business to be conducted between meetings. Such actions shall be ratified by the Board of Directors at their next scheduled meeting.

ARTICLE VII

Officers

Section 1: General

The officers of the Corporation, elected by the Board of Directors, are:

(a) **Commissioner.** The Commissioner shall be elected by the Board of Directors annually and shall be responsible for conducting the meetings of the corporation in accordance with simplified parliamentary procedure. The Commissioner shall only have a vote in board business when a tie-breaker vote is required. He/she has the authority to call special meetings, maintain order, appoint chairpersons of ad-hoc committees and recognize members, staff and visitors who wish to speak and make official written communications. In the Commissioner's absence, the Vice-Commissioner may represent the Board of Directors. The Commissioner is a voting member of all committees.

(b) **Vice Commissioner.** The Vice-Commissioner shall perform the duties as the Commissioner may designate. In the absence of the Commissioner, the Vice-Commissioner shall perform all of the duties of the Commissioner.

(c) **Treasurer.** The duties of the Treasurer are as follows:

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of properties and business transactions of the Corporation, including accounts of properties and business transactions of the Corporation, including accounts its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by a Director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the Commissioner and Directors, whenever they request it, an account of all his transactions as Chief Financial Officer and other financial condition of the Corporation; and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) **Bond.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety of sureties specified by the Board for faithful performance of duties of his office and for the restoration to the Corporation of all its books, papers,

vouchers, money and property of every kind in his /her possession or under his control on his/her death, resignation, retirement, or removal from office.

(d) Recording Secretary. The Recording Secretary shall be responsible for recording the minutes of the business of the Corporation and for correcting them as directed by the action of the Board of Directors. The Recording Secretary shall assist the Correspondence Secretary in mailings to the membership.

(e) Correspondence Secretary. The Correspondence Secretary shall be responsible for reading and responding to correspondence to and from the Corporation, the membership, and the public as directed by the action of the Board of Directors or the discretion of the Commissioner.

(f) Standing Committees. Members of standing committees are appointed by the Commissioner at the February Board of Directors meeting each year, and approved by the Board of directors. Each standing committee shall have at least three members. The standing committees are:

- i. Financial Responsibility Committee: responsible for budget, expenditures, insurance, taxes, and all things financial
- ii. Rules Committee: responsible for annual review and revision, if necessary of the rules of the MBF, including operating procedures
- iii. Scheduling Committee: responsible for developing and printing the MBF schedule each year
- iv. Disciplinary Committee: responsible for responding to issues requiring disciplinary action and for determining appropriate discipline following an investigation of the facts

(g) Compensation of Members, Directors, and Officers.

(i) No Member, Director, or Officer of the Corporation shall receive compensation of performance of duties as Member, Director, or Officer. However, no Member, Director, or Officer shall be precluded from receiving a reasonable salary or wage for performance of services as an employee of the Corporation. The amount of such reasonable salary or wage shall be established and approved by the Board of Directors.

(ii) In addition, Directors and Officers shall be entitled to reimbursement of reasonable expenses incurred and paid by such Director or Officer in the conduct of business of the Corporation, including reasonable travel and other expenses as may be incurred for purposes of the Corporation as approved by the Board of Directors.

ARTICLE IX

Effective Date

The Bylaws shall become effective upon approval of over sixty-six percent (66%) of the Board of Directors of the Corporation.

Approved by Board of Directors on April 5, 2016 by unanimous vote.