



Amended and Restated Bylaws of the Murphys Business Association

DRAFT for Review dated 04.28.2026

ARTICLE ONE – THE ORGANIZATION

Section 1.01 – Name & Organization

The name of this organization is the Murphys Business Association (the “Association” or “MBA”). The Association is organized as a nonprofit mutual benefit corporation and operates as a 501(c)(6) organization under applicable federal and California law.

Section 1.02 – Purpose

The purpose of the Association is to promote and support the businesses, attractions, and special events of the greater Murphys area, encourage a healthy business climate, **represent the interests of the business community, support other local organizations with common interests**, and promote high standards.

Section 1.03 - Political Activity

The Association will not directly or indirectly support or oppose political candidates or parties, engage in partisan activities, or make contributions to political campaign funds. No public statements of position, verbal or written, shall be made on behalf of the Association in favor of or in opposition to any candidate for public office.

The Association may lobby for legislation and engage in issue advocacy. The Association may engage in voter education activities, voter registration, get-out-the-vote drives, presenting public forums, and publishing voter education guides, so long as they are conducted in a non-partisan manner.

Section 1.04 - Restrictions and Absence of Power

The Association is not organized for pecuniary profit. No part of the net earnings of this Association shall benefit or be distributed to any member, director, officer or individual, except that this Association shall be authorized to purchase materials or services and reimburse expenses to any individual, organization or member in furtherance of the interests of the organization.

Section 1.05 - Office(s)

The Association does not have a physical office. The Board of Directors may establish an office or offices within Murphys or adjacent communities with the approval of the membership. The Association shall retain a post office box in Murphys, but may

designate a director's home or business as the physical address of the organization where one is required.

Section 1.06 – Records

The Association shall maintain adequate books, records, minutes, and a membership list. Such records shall be available for inspection by members as permitted by California law.

Current records shall be stored at the homes or businesses of the Officers as appropriate, and archived records shall be stored at the Association's storage facility or office.

Section 1.07 – Finances

The fiscal year of the Association shall run from January 1 through December 31st.

An Operating Budget shall be proposed by the Board of Directors and approved by the Membership on or before the first meeting following the election of Officers. Significant modifications to the budget, defined as an increase in total expenditure exceeding 5% of the original budget, should be approved by the Membership prior to commitment.

The Board of Directors may modify the budget throughout the year by shifting allocations among categories or by offsetting additional expenses with additional income or sponsorships.

All funds shall be deposited in financial institutions designated by the Board of Directors.

The Treasurer and Board President shall be authorized signatories unless the Board designates additional signatories. An additional signatory is required when the President is acting as Treasurer.

The Board of Directors shall ensure that financial duties are appropriately divided among the Officer roles, or that adequate oversight is in place, so that no single person has sole control over the Association's financial activities.

Section 1.08 – Dissolution

Upon dissolution of the Association, its assets shall be distributed to one or more nonprofit organizations exempt under Section 501(c) of the Internal Revenue Code and consistent with the purposes of the Association.

ARTICLE TWO – MEMBERS & MEMBERSHIP

Section 2.01 – Membership

Membership shall be open to businesses and individuals supportive of the purposes of the Association. **All member categories may have voting privileges, but only a single person per membership shall vote on any item.**

- Business Members – Any business operating in the greater Murphys area with a valid business license. Business Members are voting members.
- Associate/Supporting Members – Individuals or organizations supportive of the purposes of the Association. Associate/Supporting Members are voting members.
- Reciprocal Members – Organizations that provide a reciprocal membership or that partner with the Association for the benefit of the local community. Reciprocal Members are voting members.

Section 2.02 – Dues & Membership Year

The membership year shall begin on the date dues are initially received, and the membership application is approved. Thereafter, dues shall be paid annually on or within 60 days of the anniversary of the initial membership. Failure to pay dues within sixty (60) days of the due date may result in the lapse of membership.

The Association shall not accept products or services in trade for dues, except for reciprocal memberships.

Dues and dues categories may be amended by a majority vote of members present at a meeting where the proposed amendment has been noticed in writing at least one meeting prior to the vote.

Section 2.03 – Meetings

Regular membership meetings shall be held as **proposed by the Board of Directors and approved** by the membership.

Notice of membership meetings shall be provided at least seven (7) days in advance.

A quorum for membership meetings shall consist of ten (10) members or ten percent (10%) of the business membership, whichever is greater.

Meetings of the membership or Board may be conducted in person or by electronic means that allow participants to hear and be heard simultaneously.

ARTICLE THREE – BOARD OF DIRECTORS

Section 3.01 – Board of Directors

The governing body of the Association shall be the Board of Directors, consisting of the four elected officers: President, Vice President, Secretary, and Treasurer, and up to three additional directors, including the Past President, as elected by the membership. All Directors shall be current **businesses or reciprocal** members of the Association in good standing.

Directors & Officers shall be elected by a majority vote of the members at the **first** membership meeting of the fiscal year and shall serve **two-year** terms. **There is no limit on the number of terms a Director or Officer may serve.**

Vacancies may be filled by a majority vote of the remaining Directors. **Appointments shall extend until the first membership meeting of the following year.**

Section 3.02 – Officers

The officers of the Association shall be President, Vice President, Secretary, and Treasurer.

Officers shall perform the duties customary to their office and such additional duties as may be assigned by the Board of Directors. The Board of Directors may create a separate policy document to provide further direction and create standard operating procedures.

The President may serve as both President & Treasurer if the Association is without a Treasurer for up to six months.

Section 3.03 – Board Meetings

Regular Board meetings shall be held at intervals and times as determined by the Board of Directors.

A simple majority of the directors shall constitute a quorum.

Section 3.04 – Committees

The Board of Directors may establish standing or special committees as needed to carry out the purposes of the Association.

Any Director, Officer, member, or interested person may serve on event & special purpose committees with the approval of the Board of Directors. Every committee shall include at least one Director of the Association.

Section 3.05 – Contracts

Officers, as authorized by the Board of Directors, may enter into contracts or agreements consistent with the purposes of the Association.

The Board of Directors, with prior approval of the membership, may contract with a paid Executive Director or Bookkeeper to perform any of the Association's day-to-day management and other administrative or organizational duties, including event management. Any such person will be engaged as an Independent Contractor.

ARTICLE FOUR – CONFLICT OF INTEREST

Section 4.01 – Purpose

The purpose of the Conflict of Interest policy is to protect the Association's interests and tax-exempt status when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or any disqualified person as defined in the Internal Revenue Code.

Section 4.02 – Duty to Disclose & Avoidance Policies

Any director or officer with a financial interest in a matter before the Association shall disclose that interest and abstain from discussing and voting on the matter. **After disclosure, the remaining directors shall review the facts and determine whether a conflict exists.**

A financial interest is not necessarily a conflict of interest unless determined to be so by the Board of Directors after reviewing all relevant information provided.

The Board of Directors shall periodically review all Conflict of Interest Statements, contracts, partnerships, and similar arrangements to ensure that it operates in a manner consistent with its tax-exempt status and is engaging primarily in activities which are consistent with its purpose.

Directors & Officers may be required to complete and sign a Conflict of Interest Statement.

Section 4.03 – Records of Board Proceedings

A record of any meetings at which potential conflicts of interest are discussed shall include the disclosures made, the nature of the interest, the participants in any discussion, the content of the discussion, the determination, and a record of any votes taken in connection with the disclosure or potential conflict of interest.

Section 4.04 – Compensation

Directors & Officers of the Association may not be compensated for their service to the Association.

Directors & Officers who purchase materials, products, or services on behalf of the Association may be reimbursed for the actual expense.

Directors & Officers who provide materials, products, or services to the Association may be reimbursed at a reduced or customary rate only upon previous review and approval by the Board of Directors and a determination that such purchase is in the best interest of the Association. The Director or Officer offering the material, product, or service may not participate in deliberations or votes.

ARTICLE FIVE – INDEMNIFICATION

Section 5.01 – Indemnification and Liability

To the fullest extent permitted by California law, the Association may indemnify its directors, officers, employees, and agents against liabilities arising from their service to the Association. The Association shall purchase insurance for this purpose.

No Director or Officer of the Association shall be personally liable for the payment of the Association's debts and liabilities except as any Director or Officer may become liable as a result of their own conduct or acts or where relief from liability is inconsistent with the Internal Revenue Code.

ARTICLE SIX – AMENDMENTS

Section 6.01 – Amendments

These bylaws may be amended by a majority vote of members present at a meeting where the proposed amendment has been provided in writing at least one meeting prior to the vote.

ARTICLE SIX – AMENDMENTS

I, Michelle Plotnik, the duly elected and current Secretary of the Association, certify that the foregoing instrument was reviewed & discussed by the membership at a meeting conducted on March 5th, 2026, an updated draft was distributed to the Membership on April 16th, 2026, and this FINAL document was duly adopted by a vote of the membership as the Amended and Restated Bylaws of the Murphys Business Association on May 7th, 2026

In Witness Whereof, I subscribe my name:

Michelle Plotnik, Secretary of the Murphys Business Association
PO Box 2034
Murphys, CA 95247

Date