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ARTICLE I: NAME

The name of this organization is Berkeley Path Wanderers Association (hereafter BPWA).

ARTICLE II: OFFICE

The principal office for BPWA for the conduct of business shall be in Berkeley, California.

ARTICLE III: PURPOSE AND SCOPE

The purpose of the organization, which is a voluntary association, shall accord with its mission statement: "The Berkeley Path Wanderers Association is dedicated to the creation, preservation and restoration of public paths, steps and walkways in Berkeley for the use and enjoyment of all."

Notwithstanding any other provision contained herein, it is the declared policy of BPWA that it shall not act in any way as to conflict with its status as a tax exempt corporation under Internal Revenue Code section 501 (c) (3).

ARTICLE IV: MEMBERSHIP

1. Any person who pays annual dues, set by the Board of Directors, shall be eligible for membership in Berkeley Path Wanderers Association. There shall be only one class of members.
2. Dues. The Board of Directors shall set and collect annual membership dues. Annual and fiscal years shall begin January 1 of each year.
3. Meetings. All meetings of the Board of Directors shall be open to all BPWA members. Except as noted in Article V. 4, below, all members shall be notified of the time and place of a Board meeting at least 10 days prior to the meeting. This notification may be by publication in the BPWA newsletter or other publication of general distribution to members, and/or by announcement at a BPWA general meeting prior to the Board meeting.
4. Voting Rights. All members in good standing shall be eligible to vote for the Board of Directors at a time and place to be determined for election of Board members. (See Article V.)
5. Quorum. In the election of the Board of Directors, a simple majority of those members voting shall constitute a quorum.

ARTICLE V: BOARD OF DIRECTORS

1. Number and Eligibility. The Board of Directors of BPWA may consist of up to 15 Directors, to be elected by the membership. The number of Directors may rise to 16 if the President's two-year term of office would extend beyond his or her second consecutive two-year term on the Board of Directors (see Article V.3. and V.7.). There shall be at least eight Directors to constitute a Board; if fewer, the organization shall be dissolved in accordance with the appropriate State Statutes governing non-profit corporations. Any member in good standing and who has paid current annual dues may run for election to the Board. All Directors shall serve as volunteers and without compensation.
2. Election. The first election for Board Directors shall take place in 2000 and said elected Directors shall begin their term of office as of 2001. Half the number

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of Directors, but no fewer than four shall serve a one-year term: and the remaining Directors shall serve a two-year term.

3. Terms of Office. Thereafter, beginning in 2001, Directors shall be elected for a term of two (2) years, with a maximum of two (2) consecutive terms. This limit may be suspended if the

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President's term as a Director would expire before the end of his or her Presidency. If a vacancy occurs to cause the number of Directors to fall below that required by Article V.I. the Board may appoint a BPWA member to serve for the balance of the vacated term.

4. Termination of Office. Any Director may resign from the Board by giving written notice to the Board of Directors of BPWA. The notice shall take effect upon receipt by the Chair or Secretary and the resignation announced at the next following Board meeting. Any Director who misses three consecutive meetings without cause or notice to the Board will be assumed to have constructively resigned.

5. Meetings. The Board of Directors shall hold regular meetings at such times and places as it may determine. All Board meetings shall be open to BPWA members and prior notification of time and place shall be given to members.

6. Quorum. A quorum shall be necessary at any meeting of the Board in order to take action on an agenda item. A simple majority of the current elected Directors shall constitute a quorum. Any Director who has missed three (3) consecutive meetings, and is not in attendance, shall not be counted for purposes of a quorum. If no quorum exists, the Board may conduct other regular business or agenda items that do not require formal Board action.

7. Officers. The principal officers shall be a President (or co-Presidents), who may serve up to two consecutive one-year terms, a recording Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, from among its members. The officers shall be elected at the first Board meeting of each year. The Board of Directors may fill vacancies for officers as needed.

8. Duties.

1. The Chair (or co-Chair) shall preside at all meetings of the Board of Directors unless she or he delegates this duty to another Director.
2. The Recording Secretary shall keep minutes of all meetings of the Board of Directors, and be responsible for providing each Board Member with a copy of the minutes prior to the next Board meeting. She or he may delegate this duty, but shall retain final responsibility for their custody and accuracy.
3. The Treasurer shall have custody of the organization's funds, and shall keep full and accurate accounts of all receipts and disbursements, make deposits, and report to the Board all financial transactions of BPWA, as requested to do so.
4. Each Director shall have one vote at Board meetings. There shall be no proxies and no absentee votes.

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9. Committees. BPWA, by resolution of the Board of Directors, may form ad hoc or standing committees, from time to time as needed to carry out the purposes of the organization. Such committees may consist of persons from the general membership.

ARTICLE VI: AMENDMENTS

Proposed amendments to these Bylaws shall be presented to the membership for approval, and shall require the approval of a two-thirds majority vote of those members voting. Proposed amendments may be voted on in the regular election of Board members, or in a special election, as determined by the Board of Directors. No amendment(s) shall be final until such election takes place.

ARTICLE VII: DISSOLUTION

The Berkeley Path Wanderers Association (BPWA) may be dissolved by a two-thirds majority vote of the members at a special meeting held for that purpose, after a notice of this potential

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action is sent to all BPWA members at least 30 days prior to the meeting. Upon dissolution, and in accordance with appropriate State statutes, BPWA shall remit any remaining assets, as approved by the Board of Directors and as allowed by governing statute(s).