

**NATURALLY BAY AREA, INC.**

**RESOLUTIONS OF THE BOARD OF DIRECTORS REGARDING  
AGREEMENT OF MERGER**

WHEREAS, the board of directors (the “Board”) of Naturally Bay Area, Inc., a California nonprofit corporation, has considered the merger of North Bay Food Industry Group, Inc. a/k/a Naturally North Bay, a California nonprofit public benefit corporation, into Naturally Bay Area, Inc. (the “Merger”);

WHEREAS, Naturally Bay Area, Inc. and Naturally North Bay, Inc. have agreed upon the terms of the Merger, which are set out in the proposed Agreement of Merger in the form presented to the Board (the “Merger Agreement”), which provides for, among other things, an amendment to Naturally Bay Area, Inc.’s articles of incorporation in the form attached to the Merger Agreement;

WHEREAS, Naturally Bay Area, Inc. will be the surviving corporation in the Merger;

WHEREAS, the Board believes it desirable to change the name of the corporation to “Naturally NorCal” in connection with the Merger;

WHEREAS, the Merger Agreement is subject to formal approval by the boards of directors of Naturally Bay Area, Inc. and Naturally North Bay, Inc.; and

WHEREAS, the Board now desires to approve the Merger Agreement, having determined that the Merger and the Merger Agreement are in the best interest of Naturally Bay Area, Inc.

NOW THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes and approves the Merger upon the terms and conditions set forth in the Merger Agreement, in accordance with Section 6011 of the California Corporations Code;

RESOLVED FURTHER, that the Board Chair and each of the officers of Naturally Bay Area, Inc. be, and hereby are, authorized and directed to execute and deliver, in the name and on behalf of Naturally Bay Area, Inc., the Merger Agreement and related Officers’ Certificates, and to cause the Merger Agreement and related Officers’ Certificates to be filed with the California Secretary of State; and

RESOLVED FURTHER, that the Board Chair and each of the officers of Naturally Bay Area, Inc. be, and hereby are, authorized and directed to provide notice of the Merger to the California Attorney General as required under Section 6010 of the California Corporations Code, and to make such other filings with and take such other actions with respect to any government agency as may be necessary or appropriate to carry out the Merger and to complete the transactions contemplated by the Merger Agreement, in such form and at such time as may be determined by such officers.

## **General Authorizing Resolutions**

RESOLVED, that the Chief Executive Officer and each of the other officers of Naturally Bay Area, Inc. be, and hereby are, authorized and directed to take, in the name and on behalf of Naturally Bay Area, Inc., all such further actions and to execute and deliver all such other agreements and documents in order to carry out fully the purposes and intent of the foregoing resolutions; and

RESOLVED FURTHER, that any and all actions previously taken by Naturally Bay Area, Inc. or any of its staff in connection with the proposed Merger be, and hereby are, ratified and confirmed.

**NATURALLY BAY AREA/NATURALLY NORTH BAY**  
**NATURALLY NORCAL MERGER PROPOSAL**

**TIMELINE: Key Dates**

1. Naturally Bay Area Board vote on merger at special meeting September 9, 2024 @ 3pm
2. Naturally North Bay vote on merger at special meeting September 9 @ 12pm
3. Launch Naturally NorCal to the public - September 10th
4. October - 2025 renewal notices begin for Naturally NorCal

**PURPOSE:**

We believe we are better together. We will merge as equals, blending the strengths of two vibrant communities into one dynamic force, ready to serve and support the Natural Products ecosystem across Northern California. We're expanding our reach and will be able to deliver bigger events, serve a bigger community, and make a bigger impact.

**GOVERNANCE:**

1. **Entity Name:** Naturally NorCal
2. **Mission:** Our mission is to harness, accelerate, and elevate the power and impact of conscious business practices in the natural products industry.
3. **Geographic Territory/Subchapters:** 2025 priority will be SF/Peninsula, East Bay & North Bay. The desire is to expand networking opportunities beyond those areas as bandwidth allows and with Board guidance. Best practice would be to develop an Advisory Committee in that area. A future goal would be to ensure each subchapter is represented on the Board.
  - 3.1 SF/Peninsula
  - 3.2 East Bay
  - 3.3 North Bay
  - 3.4 Monterey Bay/South Bay
  - 3.5 Sacramento/Central Valley
  - 3.6 North Coast
4. **Board Composition:** The proposed Bylaws allow the Board of Directors to be made up of up to 50 Directors. As an initial Board, it is proposed that all current Directors of NBA and NNB will be given the option to be on the 2025 Naturally NorCal Board with terms defined in the attachment. The initial terms are according to existing commitments with the exception of those Directors whose terms are set to expire in 2024, who will be invited to serve for an additional two-year term on the Naturally NorCal

Board. In addition, those Directors whose existing NNB or NNB Board terms may have already been completed but had been asked to continue to serve on the NNB or NBA Boards (identified in the pink section of the attachment)-will be invited to serve an additional one-year term. This approach will allow us to appropriately stagger terms to ensure continuity.

All future adjustments to Board size (as well as desired geographic, professional and other appropriate diversity) will be determined by the Naturally NorCal Board and Directors will be elected pursuant to the process described in the Bylaws. In the future, standard terms for Directors are proposed to be three-year terms, with a target maximum of serving six years on the new Board. Several existing Directors for either NBA or NNB, have chosen not to serve on the new Board. The new Board may designate such individuals or others, as appropriate, to be non-voting "Director Emeritus." Such Directors Emeritus shall not be counted as among the permitted number of Directors.

5. **Board Meetings:** It is proposed that for at least the first year, the new Board will meet as described below. Future meeting months/times/format will be decided by the new Board.

5.1 **Full Board:** 8 meetings in person or zoom depending on the need, with no meetings in June or July

5.2 **Executive Committee:** 10 meetings, with format/time based on need.

6. **Executive Committee**

An initial Executive Committee of the new Board will be made up of five persons appointed by the current NBA Board and five persons appointed by the current NNB Board, plus the newly elected Chair of the Naturally NorCal Board. The newly elected Chair of the Naturally NorCal Board will be one of the 10 Exec Committee members and will also chair the Executive Committee.

The purpose of an Executive Committee (under the direction of the Chair) is to assist the new Board, Officers and the Executive Director, launch the merged organization and efficiently conduct the business of the Board. After an initial period of operation, of at least the first year, the new Board may review and modify the purpose, composition and operation of an Executive Committee. For example, it may be made up of the Chair, Vice Chair, Secretary, Treasurer, Committee Chairs and other appropriate Directors.

7. **Working Committees:** The new Board will organize and appoint a number of “Working Committees” to further conduct the program and business of the organization. These Working Committees will report to the Executive Committee. The initial Working Committees will include the following:

- 7.1 Executive/Governance
- 7.2 Development- (including membership development, sponsorships and geographic expansions)
- 7.3 Programming
- 7.4 Marketing/Communications
- 7.5 Finance

8. **Financial:** BPM , as accountants to both NBA and NNB, will take the lead in preparing financial statements detailing the assets and liabilities of each organization as of the merger date, along with consolidated financials and a three-year budget for the merged entity. The document should include any special arrangements, such as pre-merger collections, and identify any expenditures or commitments from pre-merger activities that the merged organization will assume. Additionally, the transfer of assets and liabilities, such as leases, contracts, and employees, should be considered.

9. **Staff:** (Full-Time)

- 9.1 Executive Director - Jill McLewis
- 9.2 Program Director - Monique Llamas Buckler
- 9.3 Administrative Assistant PT - TBD