

# **MEADOW OAKS NEIGHBORHOOD ASSOCIATION BYLAWS**

## **ARTICLE I - NAME**

The name of this organization shall be the Meadow Oaks Neighborhood Association hereinafter referred to as the Association.

## **ARTICLE II - PURPOSE**

The purpose for which the Association is organized is to maintain and/or improve the quality of life within our neighborhood and community by working together to solve social, physical, crime and other problems; by facilitating communication between neighbors; by working to increase the level of neighborhood and community participation; and by engaging in any lawful activity in support of those goals.

## **ARTICLE III - OBJECTIVES**

The objectives of the Association are to:

- A. Promote a spirit of community
- B. Represent and advance the interests of the neighborhood as determined in a democratic process.
- C. Keep the neighborhood informed of vital issues by appropriate communications and meetings.
- D. Promote a safe neighborhood.
- E. Maintain and preserve property values.
- F. Cooperate with other neighborhoods within the community by working with the Roseville Coalition of Neighborhood Associations.
- G. Represent the interests of the neighborhood by working with the City of Roseville and its various departments and agencies.

## **ARTICLE IV - MEMBERSHIP**

Membership in the Association shall be open to any person who lives, owns property, or works at a business within the boundaries of the Association: See Attached Map and description of Association boundaries.

## **ARTICLE V - VOTING**

### **Section 1 - General Meetings**

Members of the Association, 18 years of age or older, who are present at any general membership meeting shall be entitled to one vote per person on each matter submitted to a vote of the membership.

### **Section 2 - Board Meetings**

Only members of the Board shall be entitled to make motions and vote at Board meetings. The Alternate Board Member shall be entitled to vote in the absence of any board member.

### **Section 3 - Quorum**

A majority of Association members present will constitute a quorum for general meetings. For Board meetings, a quorum is defined as 4 Board members. The quorums as defined shall be necessary for the transaction of all Association business.

## **ARTICLE VI - MEETINGS AND ORGANIZATION**

**All meetings shall be open to the public**

### **Section 1 - General Meetings**

The Association shall conduct at least 2 general meetings a year. One of these shall be the Annual Meeting to be held in October and the other at such time as determined by the Board. Additional meetings may be scheduled by the Board as deemed necessary. The Chairperson shall serve as the chair for all General meetings. In his/her absence, the Vice Chair, Treasurer, Secretary or an appointed Board Member shall be responsible for chairing meetings. Individuals who are not elected to the Board may not chair Association meetings.

### **Section 2 - Board Meetings**

Meetings of the Board shall be held at least bi- monthly. (2 per month) Additional meetings of the board may be scheduled providing that there is proper notice of meeting times, dates and locations. The Chairperson shall serve as the chair for all Board meetings. In his/her absence, the Vice Chair shall assume this role. If both officers are absent, the Treasurer, Secretary, or an appointed Board member may assume the responsibility. Individuals who are not elected to the Board may not chair Board meetings.

### **Section 3 - Special Meetings**

Special meetings of the Board or Association may be called by the president or any 3 board members providing at least 48 hours of notice is given to members.

#### **A. Board of Directors Closed Session meetings**

The Board may meet in closed session during a regular or special meeting when the issue is of the nature that confidentiality is necessary. Some examples of issues which might fall in this category include board training, conflict resolution, security matters, and personnel issues, pending litigation, consultation with legal counsel or liability claims. Closed sessions shall not be open to the public. The Board shall disclose in open session a brief general description of the items to be discussed in the closed session. The Board shall also report in open session any action taken during the closed session. Board members shall not disclose confidential information received in closed sessions unless the Board has authorized disclosure of that information.

### **Section 4 - Notice of Meetings**

A notice of Association and Board meetings shall be publicized within the neighborhood a minimum of 5 days prior to the meeting. This notice requirement may be waived where meetings are regularly scheduled at the same date, time and place.

### **Section 5 - Membership Rights**

The privilege of holding office, introducing motions, and voting shall be limited to the members of the Association. All Association members present at the annual meetings are entitled to vote for officers and on issues on the ballot.

### **Section 6 - Fiscal Year**

The fiscal year of the Association shall run November 1<sup>st</sup> through October 31<sup>st</sup>.

## Section 7 – Annual Calendar

The Board is responsible for the adoption of an annual calendar which should include dates of Board meetings, General meetings, and deadlines for nominations of officers, officer election dates and Association activities and events which have been approved by the Board.

### **ARTICLE VII - BOARD OF DIRECTORS**

#### Section 1 - Eligibility, Number and Tenure

To be eligible for election to the Board of Directors, a candidate must be 18 years of age or older. The Board of Directors shall consist of seven members and one alternate member. Six (6) individuals shall be elected at the October General Membership meeting and the immediate Past President/Chairperson shall serve as a voting board member during the year immediately following his/her term as President/Chairperson. An Alternate Board Member, appointed by the Board of Directors, shall serve in the absence of any Board Member. The term of office for all Board Members is 1 year. (November 1<sup>st</sup> to October 31st)

#### Section 2 - General Powers and Organization of the Board of Directors

The Board shall manage the affairs of the Association and shall have full authority to set policy and speak on behalf of the Association. The Board Members shall select four of their members to serve in officer positions: Chairperson, Vice Chairperson, Secretary and Treasurer. These officers, elected by fellow board members, shall serve in their positions for 1 year. General duties of Officers and Board Members are stated in ARTICLE VIII OFFICERS.

In the event that no Board members are willing to assume the positions of Secretary or Treasurer, the Board of Directors may combine these positions and appoint a Board Member to the combined position. Should no Board member be interested in serving in these positions, the Board may appoint an Association Member to the position/s. Non-elected appointees to these positions shall not be voting members of the Board.

The Board shall also appoint the person who is in 7<sup>th</sup> place following the balloting for Board members in the annual election of Board Members as an Alternate Board Member. This individual will serve in the absence of any elected Board Member. Should there be no 7<sup>th</sup> place candidate; the Board may appoint any Association member to this position.

#### Section 3 - Vacancies

Any vacancy occurring in the Board shall be filled by the Board for the balance of the unexpired portion of the term. A vacancy may be assumed to exist whenever a Board member misses 3 or more consecutive meetings without excuse. A meeting, for the purposes of this section shall be defined as a Board or general membership meeting for which the member had at least 7 days prior notice.

#### Section 4 - Notice of Meetings

Notice of Board meetings may be given in writing or orally, at least 5 days prior to the meeting and is deemed to have occurred if the meeting is held at a prearranged and customary time and location. In case of an emergency, which is so defined by the President or any three directors, twenty four hours notice shall suffice and business may be conducted with the exception of bylaws amendments or elections.

## Section 5 - Removal from the Board

Any member of the Board may be removed for cause at any meeting by a two thirds vote of the Board members present, providing that written notice has been furnished to all Board members at least 7 days prior to said meeting.

## ARTICLE VIII - OFFICERS

### Section 1 - Positions and duties

#### A. Chairperson and Vice Chairperson

Together, the two Officers, subject to the control of the Board of Directors, generally supervise, direct and control the business and officers of the Association, with particular components of that responsibility divided according to the talents and interests of the individuals involved.

- i. The Chairperson shall serve as the executive officer of the Association and shall prepare agendas for and preside at all meetings of the Board and the Association. The Chairperson shall communicate to other Officers and Board Members such matters and suggestions as may, in his/her opinion, promote the interests and welfare of the Association. The Chairperson shall enforce these bylaws, sign all contracts, and co-sign all checks over \$200 drawn on the account of the Association. The Chairperson shall have the right to approve all statements made on behalf of the Association.
- ii. The Vice-Chairperson shall fulfill the duties of the Chairperson in the Chairperson's absence or departure and may co-sign checks over \$200 drawn on Association accounts. In addition, he/she may be appointed to chair or serve on committees and may be assigned other duties as delegated by the Chairperson or Board.

#### B. Secretary

The secretary shall be responsible for keeping an accurate record of all business conducted at meetings of the Association, keep and update these bylaws, and prepare ballots for Association elections. The Secretary shall prepare a written ballot for use in the annual meeting. The Secretary may chair or serve on standing or ad hoc committees and may be assigned other duties as deemed necessary.

#### C. Treasurer

The Treasurer shall be responsible for Association funds, shall keep an accurate record of receipts and expenditures. The Treasurer shall sign all checks drawn on the account of the Association and shall have all checks over \$200 co-signed by the Chair or Vice Chair. The Treasurer shall arrange for an annual audit of the Associations financial records. The Treasurer may utilize an outside auditor or one of the elected Board Members for this task. The Treasurer may have the Associations financial records audited more than once a year, if so desired. Results of all audits shall be presented to the Board of Directors for their approval and action as necessary.

The Treasurer may chair or serve on standing or ad hoc committees and may be assigned other duties as deemed necessary.

## D. Board Members

Board members shall act as ombudspersons or mediators between the board and the general membership. Board members may chair or serve on any standing or ad hoc committees and/or be assigned other duties as necessary for conducting Association business.

## E. Alternate Board Member

Appointed by the Board, the Alternate Board Member may serve and vote in the absence of any Board member or Officer. He/She may chair or serve on any standing or ad hoc committee and/or be assigned other duties as deemed necessary.

## F. RCONA Representative

The RCONA representative shall be appointed by the Board and shall serve as the Associations representative to the Roseville Coalition of Neighborhood Associations. This responsibility may be assigned to a Board Member or any Association member. The RCONA representative may also be assigned other duties as deemed necessary.

### Section 2 - Nominations & Elections

#### A. Nominations for Office

The Board will receive nominations and prepare a slate of nominees at least 1 month prior to the October meeting. Any member in good standing who has submitted a statement of interest to the Board within the announced time frame shall be included in the ballot. If there is but one nominee for an office, the Board may agree to dispense with a ballot for that position.

#### B. Elections

Board members shall be elected by the Association members present at the Annual Meeting in October and shall each serve a one (1) year term. There are no term limits for association Board members and Officers. The secretary shall prepare a written ballot for use at the Annual Meeting. Each association member present at the meeting shall be entitled to one vote.

### Section 3 - Removal from Office

Any officer may be removed from office for cause at any meeting by a two thirds vote of the Board, providing that notice has been furnished to the officer and to all other Board members at least two weeks prior to the meeting.

### Section 4 - Replacement of Officers

Vacant offices may be filled for the unexpired portion of the term by a vote of the Board. A vacancy in the office of Chairperson shall be filled by the Vice Chairperson.

## **ARTICLE IX COMMITTEES AND APPOINTMENTS**

### Section 1 – Appointments/Eligibility

The Board shall create such standing and ad hoc committees and appointments as it deems necessary to carry out the work of the Association. Any member of the Association is eligible to serve in any appointed position or on any committee of the Association.

## Section 2 – Committee Chairperson

The Board shall designate a chairperson for each committee. The Board shall also clearly delineate the responsibilities expected of the chairman and committee members.

## Section 3 – Authority

Committees shall make recommendations to the Association Board for actions. Committees shall not have the power to act on behalf of the Association without specific authorization from the Association Chairperson and/or Board of Directors. All committee recommendations require Board approval before enactment

## Section 4 – Term

The term for all Appointees and Committees is one year and shall expire on October 31<sup>st</sup> or on a date approved by the Board.

# **ARTICLE X -CONFLICT OF INTEREST**

## Section 1. Definition

A conflict of interest exists for an Association member or a Board member whenever that person holds a personal or financial interest which will be impacted by the action or inaction by the Association on a proposal before the membership or Board.

## Section 2. Declaring the Conflict of Interest

Whenever a member or Board member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (Association or Board) hearing the proposal that the conflict of interest exists.

## SECTION 3. Abstention from Voting

Members or Board members shall not vote on matters in which they have a conflict of interest.

# **ARTICLE XI - GRIEVANCE PROCEDURES**

## Section 1. Eligibility to File a Grievance

A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to the President of the Association.

## Section 2. Complaint Process

Within a reasonable time following the receipt of a complaint, the President shall arrange with the petitioner, a mutually acceptable time and place for a review of the complaint by the Board. The Board will make a good faith effort to resolve the complaint with the petitioner.

## Section 3. Final Resolution

If an acceptable resolution is reached, it is to be ratified at the next regular meeting of the Board and entered in the minutes of the meeting. If a resolution is not reached, the Board shall submit a report and recommendation to the membership and a final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

## **ARTICLE XII - NON-DISCRIMINATION**

The Association shall not discriminate against individuals or groups on the basis of race, national origin, color, creed, religion, sex, age, disability, sexual orientation, gender identity, or association preference.

## **ARTICLE XIII - AMENDMENT OF BYLAWS**

Amendments to these bylaws may be proposed by any member of the Association. Bylaws amendments must be submitted in writing to the president or board. Proposed bylaws amendments will be placed on the agenda for review and discussion at the next scheduled general membership. These bylaws may then be amended by a two thirds vote of the members present at the next scheduled general membership meeting following this review.

Bylaws amendments will become effective immediately following ratification by the general membership.

## **ARTICLE XIV - DISSOLUTION**

Upon the dissolution of the Association no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, will be distributed to an organization which is tax exempt under the relevant provisions of the Internal Revenue Code and which exists for community service and not religious purposes.

## **ARTICLE XV - POLITICAL ACTION**

The Meadow Oaks Neighborhood Association shall not officially or otherwise support or oppose any local, statewide, or federal candidate for appointed or elective office, initiative, and referendum or recall measure. Nothing here shall prevent the Meadow Oaks Neighborhood Association from addressing any governmental body or representative on local issues of interest provided that such participation does not involve an initiative, referendum, recall, or candidate for elective office. The intent of this article is to ensure the Meadow Oaks Neighborhood Association does not become a political action committee and politically partisan organization.

## **ARTICLE XVI – RESOLVING PROCEDURAL DISPUTES**

When a dispute arises for which these bylaws have no procedure to resolve, the applicable procedure from the latest print edition of Robert's Rules of Order will be used to resolve it.

Bylaws adopted October, 2009

Bylaws amended October, 2010

Bylaws amended October, 27, 2011

Bylaws amended May 10, 2012

