



## **WOODCREEK OAKS NEIGHBORHOOD ASSOCIATION OF RCONA BYLAWS**

### **ARTICLE I – NAME**

The name of this organization shall be the Woodcreek Oaks 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. Represent and advance the interests of the neighborhood as determined in a democratic process.
- B. Keep the neighborhood informed of vital issues by appropriate communications and meetings.
- C. Promote a safe neighborhood.
- D. Cooperate with other neighborhoods within the community by working with the Roseville Coalition of Neighborhood Associations.

### **ARTICLE IV – MEMBERSHIP**

Membership in the Association shall be open to any resident who lives or owns property within the Woodcreek Oaks Neighborhood Association of RCONA boundaries. Membership is also open to anyone over the age of 18 years who owns or is employed by a business located within the Woodcreek Oaks Neighborhood Association boundaries. Only one representative per business may hold Board membership at any given time.

### **ARTICLE V – VOTING**

#### **SECTION 1 – General Meetings**

Members of the Association present at any general membership meeting shall be entitled to one vote per developed lot or business on each matter submitted to a vote of the membership.

SECTION 2 – Board Meetings

Only voting members of the Board shall be entitled to vote at Board meetings.

SECTION 3 – Quorum

- A. A Quorum as defined here shall be necessary for the transaction of all Association business.
- B. General Association Meetings: Eleven (11) voting members of the Association are required to be present to constitute a quorum for general association meetings.
- C. Board Meetings: A quorum is defined as having present a majority of the voting members of the Board.

**ARTICLE VI – MEETINGS AND ORGANIZATION**

SECTION 1 – General Meetings

The Association shall conduct one (1) Annual Election Meeting to be held each year; other General Association meetings shall be conducted at least Quarterly and at such other times as called by the Board.

SECTION 2 – Board Meetings

Meetings of the Board are recommended to be held at least quarterly.

SECTION 3 - Special Meetings

Special meetings of the Board or Association may be called by the president or any three (3) board members providing at least 48 hours of notice is given to all Association members by any manner that ensures notification is made to all members within the 48 hour time frame, to include, but not limited to flyer, newsletter, e-mail, telephone call, direct mail, or direct person to person word of mouth.

SECTION 4 - Notice of Meetings

A notice of Association and Board meetings shall be publicized within the neighborhood a minimum of seven (7) 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.

SECTION 6 – Fiscal Year

The fiscal year of the Association shall run from January to December.

**ARTICLE VII – BOARD OF DIRECTORS**

SECTION 1 – Number and Tenure

The Board of Directors shall consist of at least five (5), and no more than nine (9) members including the officers set forth in Article VIII. Voting members of the Board shall be as specified herewith: elected Officers, Members-At-Large, RCONA Representatives or as otherwise specified herein: \_\_\_\_\_.

#### SECTION 2 – General Powers

The Board shall manage the affairs of the Association and shall have full authority to set policy and speak on behalf of the Association.

#### SECTION 3 – Vacancies

Except for the office of president, 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 three (3) 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 seven (7) days prior notice. A vacancy in the office of president shall be filled by the vice-president.

#### SECTION 4 – Notice of Meetings

Notice of Board meetings may be given in writing or orally, at least seven (7) 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.

### **ARTICLE VIII – OFFICERS**

#### SECTION 1 – Positions and Duties

##### **A. President**

The president is the executive officer of the Association and shall prepare agendas for and preside at all meetings of the Board and the Association, appoint and be an ex-officio member of all committees, enforce these bylaws, sign all contracts, and co-sign all checks drawn on the account of the Association. The president shall have the right to approve all statements made on behalf of the Association.

##### **B. Vice-President**

The vice-president shall fulfill the duties of the president in the president's absence or departure, co-sign checks drawn on Association accounts, and shall have other duties as delegated.

##### **C. 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. Meeting minutes should always include the names of attendees, the beginning and ending balance and list of expenditures of the Association's checking account since the last reporting and all motions that were voted upon. Meeting minutes should be distributed to the Board of Directors within a reasonable time frame (not to exceed two weeks following the meeting).

D. Treasurer

The treasurer shall be responsible for Association monies, shall keep an accurate record of receipts and expenditures, shall ensure every check in excess of \$200 has two authorized signatures and can sign checks drawn on the account of the Association. Expenditures must be approved by a majority vote of the Board of Directors.

SECTION 2 – Nominations & Elections

A. Nominations for Office

The Board will receive nominations and prepare a slate of nominees thirty (30) days prior to the 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 this position and do a voice vote.

B. Elections

Officers and Board members shall be elected by the Association members present at the Annual Election Meeting, and shall each serve a one (1) year term. An alternate option would allow the general membership to elect the Board and have the Board elect the officers. The secretary shall prepare a written ballot for use at the Annual Meeting. Only one vote per developed lot or business will be allowed. This section allows only those present at the Annual Meeting to 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. A Board of 5 (five) members will require a vote of three to form a majority. The two-thirds majority requirement will be adjusted by rounding up to the nearest whole number based on the total numbers of voting Board members.

**ARTICLE IX – 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 financial interest which will be impacted by the action or inaction by the Association on a proposal before the membership or Board. Examples of a personal financial interest would include ownership, plans to purchase or involvement in a transaction to buy or sell property the use or control of which is under discussion by the Association or its Board of Directors. In addition, a conflict of interest exists when the member's loyalties or actions are divided between the interests of the Association and those of another. Both the fact and the appearance of a conflict of interest must be avoided.

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 X – 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. Said complaint must be submitted within thirty (30) days of the decision or policy being made.

SECTION 2 – Complaint Process

Within thirty (30) days 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

Following presentation of the grievance and discussion before the Board, a vote of the Board will be held. The majority decision of that vote will be the final decision without prejudice (see RCONA Appeal Procedure) and shall be so entered in the minutes of the meeting.

**ARTICLE XI –NON-DISCRIMINATION**

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

**ARTICLE XII—POLITICAL ACTIVITY**

The Association shall not officially support or oppose any local or statewide candidate for elective office or initiative, referendum or recall measure, either before or after such candidate or measure has qualified for the ballot. Nothing in the foregoing shall prevent the Association from participating in city council, commission, or board proceedings on local issues of interest provided that such participation does not involve an initiative, referendum, recall, or candidate for elective office.

**ARTICLE XIII – AMENDMENT OF BYLAWS**

These bylaws may be amended at any General or Special meeting of the neighborhood association by a two-thirds vote of the members in attendance, provided that fifteen (15) days advance written notice has been provided to the entire membership of the Association. No proxy votes will be allowed.

**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. A second option would be to submit the funds to the RCONA impound account so future neighbors can restart the NA with funding.

**ARTICLE XV – PARLIAMENTARY AUTHORITY**

When a dispute arises for which these by-laws 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.

These bylaws of the Woodcreek Oaks Neighborhood Association of RCONA approved by chartering on

\_\_\_\_\_ date

\_\_\_\_\_ Signature authority –including title