

McKinley East Sacramento Neighborhood Association

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the McKinley East Sacramento Neighborhood Association (hereafter referred to as the "Association") located in Sacramento, California.

ARTICLE II: PURPOSE, STRUCTURE AND BOUNDARIES

Section 1: The purpose of the Association is to support, promote and improve the quality of life for the residents of the McKinley East Sacramento Neighborhood, as well as for those who work and utilize the resources of this neighborhood.

Section 2: The boundaries of the McKinley East Sacramento Neighborhood for purposes of membership in the Association are Business 80 on the west, the Southern Pacific Transportation Company railroad embankment on the north **and east**, and U.S. Highway 50 on the south.

ARTICLE III: TAX EXEMPT STATUS

The Association is organized exclusively for the promotion of the social welfare of the McKinley East Sacramento – Neighborhood, including quality of life and the environment, within the meaning of Section 501(c)(4) of the Internal Revenue Code. The Association shall not carry on any activities not permitted to be carried out by an association exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE IV: MEMBERSHIP AND VOTING

Section 1: Membership is available to any person who resides, is employed within, or owns property or a business in or has a general interest in the welfare of the McKinley East Sacramento Neighborhood without regard to age, ancestry, race, color, religion, national origin, sex, sexual orientation, disability, medical condition, marital status, or political affiliation.

Section 2: Each member in good standing shall have one vote on all issues decided by the general membership of the Association. To be a member in good standing, one must pay the applicable annual dues or be exempt from dues pursuant to these Bylaws or resolution of the Board. The Board shall adopt a dues policy. The Board may provide for payment of life time dues and exemptions to dues requirements. It shall be the policy of the Association that dues shall only cover costs associated with membership in the Association such as postage, preparation and distribution of the Newsletter and other activities and items as approved by the Board or members.

ARTICLE V: THE ASSOCIATION BOARD AND OFFICERS

Section 1: The membership shall elect every two years the Board of Directors, consisting of eleven members. Board members shall hold office until their successors are elected and qualified or they are removed as provided herein. **Related members, members of the same household or individuals employed in the same workplace having a supervisee/supervisor relationship may not be elected or appointed to serve on the Board at the same time.** The Board shall designate Board members to serve as President, Vice-President, Secretary, and Treasurer. The Board may appoint other officers.

Section 2: The Board of Directors shall manage the affairs of and carry out the regular business of the Association, including but not limited to:

- a. Approving the Association's annual budget.
- b. Allocating and authorizing the expenditure of Association funds. The President shall have the authority to approve the expenditure of Association funds for legitimate purposes of the Association up to \$200.00 per month without Board approval. The President shall report all such expenditures to the Board at the next Board meeting.
- c. Representing or appointing persons to represent the Association.
- d. Developing and studying programs and activities for the Association.
- e. In the event any member of the Board is unable to serve, the Board shall appoint a member in good standing to serve the remainder of the term. Board members who do not attend three consecutive Board meetings without a Board-approved excuse, or for other good cause, may be replaced by the Board.
- f. The Board may authorize any officer to enter into any lawful agreement to promote the interests of the Association.

Section 3: The President shall:

- a. Preside at all meetings of the general membership and the Board of Directors.
- b. Coordinate the work of the Board of Directors in order to promote the policies and objectives of the Association.
- c. Represent the Association as its official spokesperson.
- d. Appoint chairpersons of committees. Chairpersons who are not elected Board members may participate on the Board as non-voting members.
- e. Keep the files of the Association.
- f. *The President shall have all the rights and privileges of any Board member; except he/she shall be the last member to cast a vote.***
- g. *Develop and distribute Board meeting agendas.***

Section 4: The Vice-President shall:

Serve as an assistant to the President and perform the duties of the President in the absence or disability of the President.

Section 5: The Secretary shall:

- a. Prepare and maintain accurate written minutes of the proceedings of all meeting of the Board and general membership.
- b. Be prepared to refer to the minutes of previous meetings.
- c. Coordinate the scheduling of all general membership meetings and the preparation and distribution of notices and other documents to the Board and the general membership.

- d. Prepare all Association correspondence as authorized and requested by the Board or the President.
- e. Maintain membership records.
- f. ***Designate who shall possess the mail box key and distribute mail to addressee or intended party.***
- g. ***Furnish each member of the Association with one or more copies of these Bylaws, if requested, shall maintain a copy at the Association's meeting place, and shall maintain a supply for public purposes.***

Section 6: The Treasurer shall:

- a. Keep permanent books and records to establish the items of gross income, receipts and disbursement of the Association. The books of account shall be available for inspection by any member of the Association.
- b. Receive all money for the Association, giving a receipt, and deposit of such money in the name of the Association in a bank approved by the Board.
- c. Pay all bills as authorized by the Board, general membership or the President, as described in Article V, Section 2.
- d. ***Ensure prior to the issuance of any MENA checks at least two Board Officers approve such expenditures, except when the Board President exercises his or her authority and discretion pursuant to Article V, Section 2 b of these bylaws.***
- e. Keep the Board and general membership informed at least quarterly of the statement of account (expenditures and receipts) and how it relates to the budget.
- f. With the assistance of the President, Vice-President, prepare an annual budget for adoption by the Board.
- g. File all necessary government forms and pay all applicable government fees.

ARTICLE VI: ELECTIONS

Section 1: The election of the Board shall take place every two years by mail ballot or at the annual meeting, as determined by the Board ***in accordance with Article V, Section 1.***

Section 2: Nominations shall be required for all candidates for the Board of Directors. The Board shall appoint a Nominating Committee, consisting of at least three members of the Association. The Nominating Committee shall nominate at least one candidate for each Board position. In addition, any member in good standing may nominate or be nominate to serve on the Board.

Section 3: A proposed slate of candidates containing the names of those nominated shall be mailed to the members in good standing at least ten days before the election. Election results shall be announced in the next edition of the MENA Newsletter. The Board may establish other nominating and voting procedures.

Section 4: The eleven candidates receiving the greatest number of votes shall be elected. In the event of a tie for any position, a runoff election shall be held in a manner specified by the Board.

Section 5: Upon certification of the election results by the out-going Board, the elected Board members shall assume office. At the next meeting of the Board, the Board shall elect the President, Vice-President, Secretary and Treasurer.

ARTICLE VII: COMMITTEES

Section 1: The standing committees of the Association and their missions shall be as follows:

- a. Membership Committee – to recruit people who reside, are employed within or own property or businesses in or have a general interest in the welfare of the McKinley East Sacramento Neighborhood as members of the Association. The Vice-President, or such other person as the President may appoint, shall serve as Chair of the Membership Committee.
- b. Newsletter Committee – To oversee the preparation and distribution of the MENA Newsletter, which is published from time to time, to inform the membership on issues of concern to the neighborhood and greater community and upcoming events. The Secretary, or such other person as the President may appoint, shall serve as Chair of the Newsletter Committee.
- c. Parks Committee – To participate in the planning, review and implementation of park and recreational activities and improvements in the McKinley East Sacramento Neighborhood Association area.
- d. Land Use Committee – To review and investigate land use proposals, solicit neighborhood views and make recommendations to the Board.
- e. ***Neighborhood Impact and Safety Committee – To serve as a liaison with local law enforcement regarding crime related issues in the McKinley East Sacramento Neighborhood Association area.***
- f. ***Schools Committee – To serve as a liaison with schools within the McKinley East Sacramento Neighborhood Association area regarding neighborhood and school issues.***

Section 2: In addition to the standing committees established above, the Board may create committees to serve the purposes of the Association. The President may appoint persons not members of the Association to serve on Committees as consultants to the Board.

Section 3: Any member in good standing may be appointed by the Board or the President to serve on any committee.

ARTICLE VIII: MEETINGS

Section 1: The Association shall hold general membership meetings at such time and place as determined by the Board but in no event less than once a year. Notice of all general membership meetings shall be in the MENA Newsletter, mailed, faxed, emailed or otherwise distributed to all members of the Association at least ten days prior to each meeting. Five percent of the membership or a majority of the Board members shall constitute a quorum for general membership meetings. Special meetings of the general membership may be called by a majority

of the Board. Notice of the special meeting shall be given at least twenty-four hours prior to the meeting.

Section 2: The Board of Directors shall meet at least once every other month, or at such other times as the President may determine. A majority of acting Board members shall constitute a quorum. The act of the majority of Board members present at a meeting where there is a quorum shall be an act of the Board. Notice of the Board meetings shall be given at least five days prior to the meeting. Notice may be written, orally or by telephone. Notice is dispensed with when the Board holds regularly scheduled Board meetings. Special meetings of the Board may be called at any time by the President or two members of the Board. Notice of the special meeting shall be given at least twenty-four hours prior to the meeting. Notice may be provided by mail, fax, email, orally or by telephone. The Board shall act only at regularly scheduled or special meetings.

Section 3: ***Board members may not make or participate in a Board decision that will have a foreseeable and material financial effect on the Board Member, the Board Member's immediate family, or any of the Board Member's economic interests.***

In case of such conflicts or the appearance thereof, Board Members are expected to disclose the conflict prior to making any statements or decisions. Once such a disclosure has been made, the remaining Board Members will determine whether or not there is a potential conflict of interest. Should it be so considered, the Board Member involved shall abstain from voting.

A Board member who is disqualified from voting under this section may speak to the item as a MENA member, after announcing the reason for disqualification and shall recuse him/herself from voting on the matter.

Section 4: ***The most current unabridged edition of Robert's Rules of Order shall govern in the event of any procedural dispute not otherwise specified by these bylaws.***

ARTICLE IX: POLICY DECISIONS

Section 1: It is the intent of the Association that the Board of Directors shall be responsible for carrying out the day-to-day administration of the Association. When the Board determines that it is in the best interest of the Association to take a position on issues concerning the Association, ***the majority vote of the Board of Directors shall represent the official position of the Association.***

Section 2: No member of the Association shall claim to speak on behalf of the Association without the prior approval of the Board. The Association shall not use the name of a member stating a position or policy of the Association without the consent of that member.

Section 3: Positions and policy decisions of the Association or the Board shall be considered only advisory recommendations for members of the Association. Support or opposition to a position or policy of the Association shall no way jeopardize membership in the Association.

Section 4: The Association shall not support or oppose any candidate for elected office, but may provide a forum for candidates so long as all candidates for a particular office are invited to participate. No candidate or cause shall claim endorsement by the Association or its Board.

ARTICLE X: AMENDMENTS

These Bylaws of the Association may be amended only by a majority vote of the members of the Association actually voting. The text of any proposed amendment shall be submitted to all members at least ten days prior to the vote on the amendment. Submission can occur through the MENA Newsletter, U.S. mail, fax, email or other means decided by the Board provided distribution is to all members of the Association. Members may vote for amendments by mailing a ballot at least one week prior to any meeting which may be held for the purpose of considering amendments to the Bylaws.

MENA Bylaws as amended _____