

BYLAWS

CAMDEN NEIGHBORHOOD ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ARTICLE I NAME

Section 1.1. Name. The name of the association shall be the Camden Neighborhood Association (CNA).

ARTICLE II OFFICES

Section 2.1 Offices. The principal office of CNA is located in Sacramento County, California.

Section 2.2 Change of Address. The Board of Directors (BOD) may from time to time change the location of the principal office from one location to another in this county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

Original Signed by Board May 2015 _____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

ARTICLE III OBJECTIVE

Section 3. Objective. The basic objective of the CNA is to improve the quality of life in the Camden Passage/Camden Park community, here in after referred to as Camden Neighborhood Association. CNA will achieve this objective through the following activities:

- a) Serve as a liaison between the Camden neighborhood and local government.
- b) Provide a nonpartisan forum for discussion of neighborhood concerns of mutual interest.
- c) Maintain communication among the neighborhoods on issues of concern, such as: planning updates, rezoning proposals, variance requests and conditional use permits, community problems, parks and recreation, schools, disposal of public property, traffic

flow, safety, and other government and/or private actions which would affect the neighborhood's residents.

- d) Establish or monitor programs which will benefit residents and to provide and opportunity for political representatives and candidates for office to meet area residents.
- e) Organize and sponsor special events in the community to foster relations between neighbors and neighborhoods.

ARTICLE IV USE OF NAMES

Section 4. Use of Names. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the organization.

ARTICLE V MEMBERSHIP

Section 5.1. Membership. Membership is open to all households of persons, 18 years and older, who reside within the area of the County of Sacramento known as the Camden Passage/Camden Park Community. This community is bounded on the North by Sheldon Road, on the East by Elk Grove-Florin Road, on the South by Bond Road, and on the West by an imaginary line extended north from Elk Crest Drive.

Section 5.2. Dues.

- a) Members
 - (1) Dues shall be \$50.00 per year per household which entitles the household to up to two adult members. If there are other adults 18 age or older, additional memberships can be obtained at a cost of \$10.00 per person per year.
 - (2) The Board of Directors may provide by resolution a lesser amount for members joining the association during the year.
 - (3) The amount of dues may be changed by the Board of Directors or by the membership at any membership meeting.
- b) Payment of Dues: Annual dues are payable in advance on a fiscal year basis.
- c) Good Standing. Members who have paid the required annual dues shall be members in good standing. Any member who shall fail to pay his or her annual dues on or before the due date shall be suspended from all the rights and privileges of membership.

Section 5.3. Voting Rights. Members in good standing shall be entitled to one (1) vote at any meeting of the membership. Any new regular members may join by paying their dues at any time and their voting rights become effective immediately.

ARTICLE VI MEETING OF MEMBERS

Section 6.1. Place of Meeting. All meeting of members shall be held in or near the Camden Neighborhood.

Section 6.2. Regular Membership Meetings. There shall be one regular membership meeting annually, in June. Written notice shall be given to each household and shall be posted in a conspicuous place at community bulletin boards. All such notices shall be given not less than twenty (20) days nor more than

fifty (50) days before each meeting and shall specify the place, day, hour of the meeting, the matters to be voted upon, and such other matters as may be required by these bylaws.

Section 6.3. Special Membership Meetings. Special meetings of the members for any purposes whatsoever may be called at any time by the Board of Directors or by petition of 10% or more of the members. Writing notice of a Special meeting of the members shall be given to each household with regular members not less than twenty (20) days or more than fifty (50) days before that meeting, and shall specify the general nature of the business to be transacted. No matter shall be acted upon at a special meeting other than the business specified in the notice.

Section 6.4. Quorum. A quorum to transact business at any meeting of the members shall be 10% of the members. If the meeting is attended by less than one-third of the members, then the only matters that may be voted upon are those matters that have notices pursuant to Section 6.2. The regular members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment. The withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. Powers. Subject to the limitations of the Articles of Incorporation, the bylaws, and the duties of the Directors as prescribed by the bylaws, all associated powers shall be exercised by or under the authority of, and the business and affairs of the CNA shall be controlled by the Board of Directors ("Board").

Section 7.2. Number and Qualifications of Directors. There shall be nine (9) Board members of the CNA. Any member is eligible to be elected or appointed as a Board member.

Section 7.3. Term of Office. Board members shall be elected for a term of office of one (1) year.

Section 7.4. Limit on Terms. There shall be no limit on terms.

Section 7.5. Representation by Geographic Regions.

- a) Definition of Geographic Regions. The Board will adopt by resolution every may, boundaries of two distinct geographic regions within the Camden Neighborhood for the purposes of providing representation to each region.
- b) Representation by Region. It will be the goal of the CNA to have at least one Board member from each geographical region so designated under section 7.5.a.

Section 7.6. Election of Board Members.

- a) Nomination of Subcommittee. The Board shall form a Nominations subcommittee of at least three Board members who shall present a slate of prospective Board members to the annual meeting of the members. It shall be the goal of the subcommittee to nominate at least two (2) prospective Board members from each region.

- b) Additional Nominations. Additional nominations may be made by any member at the membership meeting where the election will be held.
- c) Voting. The election shall take place at the June meeting of the members by secret ballots. The nine nominees receiving the highest number of votes will be elected. In the event that there is no elected nominee from a region, the nominee from that region with the highest number of votes will be elected to the Board replacing the ninth position. In case of a tie, the Board shall decide the winner.

Section 7.7 Vacancies. A vacancy in the position of a Board member shall be deemed to exist:

- a) In the event of the person's death, removal, resignation or disqualification as a member;
- b) If the authorized number of Board members is increased;
- c) If the members fail to elect the authorized number of Board members;
- d) If any member of the Board fails to attend three (3) consecutive meetings of the Board within a year (the Board may reappoint such member pursuant to Section 7.7.g); or
- e) If the Board declares vacant the office of a Board member who has been declared of unsound mind by a final order of the court, convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.
- f) No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of his or her term of office.
- g) Vacancies on the Board may be filled by approval of the Board. The Nominations Committee shall nominate at least one (1) candidate for each vacant position. Each Board member so appointed shall hold office for the remainder of the unexpired term and until a successor is elected.

Section 7.8. Regular Meetings. The Board shall hold at least six (6) regular Board meetings each year in addition to the organization meeting in June. The Board shall set a regular time, day, and place of each regular meeting at the organization meeting. The Board may change the time, day or place of any regular meeting at the prior regular meeting.

Section 7.9. Special Meetings. Special Meetings of the Board for any purpose or purposes may be called at any time by the President, or if the President is absent or unable or refused to act, then by the Vice President or by any three (3) Board members. Written or personal notice of the time, place, and date of the special meetings shall be given to each Board member at their place of residence or by email at least twenty-four (24) hours prior to the time thereof.

Section 7.10. Quorum. A majority of the elected or appointed Board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board members present and voting at a meeting held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.11. Fees and Compensation. Board members shall receive no compensation for their services. Expenses of a Board member approved by the Board shall be reimbursed. Expenses of a Board member incurred without prior approval may be approved by the Board for reimbursement.

Section 7.12. Removal of Directors by Membership. Any Board member may be removed from office by a majority vote of the members present at a special meeting called for that purpose according to the procedure for such meetings.

ARTICLE VIII OFFICERS

Section 8.1. Officers. The officers of CNA shall be a President, Vice President, a Secretary, and Treasurer. Only Board members shall be officers.

Section 8.2. Election. The officers of CNA shall be elected by the Board annually at each June regular membership meeting. Each officer shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to server, or his or her successor shall be elected or qualified.

Section 8.3. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Board members at any regular or special meeting of the Board.

Section 8.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 8.5. President. The President shall preside at all meetings of the members, at all meetings of the Board. He or she shall have the general powers and duties of management usually vested in the office of President of an association, and shall have such other powers and duties as may be prescribed by the Board or the bylaws. The President may delegate these powers and duties to other officers or Board members, if necessary.

Section 8.6. Vice President. In the absence of or disability of the President, the Vice President shall succeed to all the powers, duties, and responsibilities of the President. He or she shall also perform such other duties as from time to time may be prescribed by the Board or by the bylaws.

Section 8.7. Secretary. The Secretary shall:

- a) Keep, or cause to be kept, all records identified under Article XI, minutes of all meetings of the Board, and of the members at the principal office or such other place as the Board may order, which minutes shall indicate the time and place of meeting, whether the meeting was regular or special and if special, how authorized, the notice given, the names of those present and shall contain a summary of the proceedings at the meeting.
- b) Keep, or cause to be kept at the principal office of CNA, the original or copy of the Articles of Incorporation and bylaws, as amended, to date.
- c) Cause a written agenda to be prepared for each meeting, including all applicable attachments, and cause the agenda to be delivered to each member of the Board in advance of each meeting.

Section 8.8. Treasurer. The Treasurer shall:

- a) Keep or cause to be kept correct accounts of the properties and business transactions of CNA. The books of account shall at all times be open to inspection by any Board member or general member.
- b) Depositor cause to be deposited all money and other valuables in the name and to the credit of CNA, shall render to the Board, whenever they request it, an account of all transactions and of the financial condition of CNA and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- c) Review the fiscal operations of CNA and prepare or cause to be prepared annual tax documents as required by state and federal law, quarterly financial statements, and year-end financial statements, including statements of assets and liabilities.

ARTICLE IX. DUTIES OF THE BOARD

Section 9.1. Duties of the Board. The Board shall:

- a) Develop strategies and programs to promote membership of CNA, and conduct annual membership drive and keep a roll of members.
- b) Publish a newsletter and other publications as needed to assist CNA. The newsletter is established an adjunct of CNA for the purpose of disseminating information in a timely manner regarding the activities of the Association and reporting other matters of interest and concern to the Camden Neighborhood Community.
- c) Seek and coordinate volunteers to assist in the work of CNA.
- d) Plan, organize, promote, and produce the community events sponsored by CNA.
- e) Deal with issues of concern to the neighborhood, such as school overcrowding, quality of education, park construction and maintenance, water quality and supply, fire protection, mass transit, transportation improvements, general development, and other issues as may arise from time to time.
- f) Spend CNA funds for activities or projects under its control, as set forth in CNA's budget by the Board.
- g) Keep a membership register, showing the names and addresses of all dues paying members.
- h) Establish a Nomination Subcommittee to perform the duties specified in Section 7.4 of these bylaws.
- i) Prepare and present the annual budget for CNA, budget year July 1-June 30.
- j) Establish policies and procedures for the overall operation of CNA activities.
- k) Determine access to association records per Sections 11.2, 11.3, and 11.4.
- l) If for any reason the CNA is dissolved, any remaining monetary assets will be given to the Elk Grove Food Bank in Elk Grove, California.

ARTICLE X. MISCELLANEOUS

Section 10.1. Commercial Paper. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to CNA, shall be signed or endorsed by at least two (2) signatories designated by the Board. One signatory must always be an officer of CNA.

Section 10.2. Contracts. The Board, except as otherwise provided herein, may authorize any officer or officers, agent or agents to enter into any contract or execute any Instrument in the name of any on behalf of CNA; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind CNA by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 10.3. Procedure. Robert's Rules of Order, Revised, shall be the official guide of CNA where parliamentary procedures are involved.

Section 10.4. Indemnification. CNA shall have the power to indemnify corporate agents pursuant to the California Non-Profit Mutual Benefit Corporation Law.

ARTICLE XI. RECORDS AND REPORTS

Section 11.1. Records and Reports to be kept. CNA shall keep:

- a) Adequate and correct books and records of account.
- b) Minutes in written form of the proceedings of its members, the Board, and committees.
- c) A record of its members, giving their names and addresses.

Section 11.2. Inspection by Members. Any member may:

- a) Inspect and copy the record of member's names, and voting rights during usual business hours, upon five business days prior written demand upon CNA, which demand shall state the purpose for which the inspection right is requested.
- b) Obtain upon written demand and tender of a reasonable charge, a list of names, and voting rights of members who are entitled to vote for the election of Board members as of the most recent recorded date for which that list has been compiled, or as of the date specified by the member after the date of demand. This list shall be made available to the member on and before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
- c) Inspect the accounting books and records and minutes of the proceedings of the members, the Board and Committees of the Board upon written demand to the Secretary at any reasonable time for a purpose reasonably related to such person's interest as a member.
- d) Inspect the original or a copy of the Articles of Incorporation and bylaws as amended to date. This right may be exercised by any member for a purpose reasonably related to such person's interest as a member. If CNA reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative, it may deny the member access to the list. Without consent of the Board, a membership list may not be used by any person for any purpose not reasonably related to a member's interest as a member. For example, without the

consent of the Board, the membership list may not be used to solicit money or property, used for any purpose that the user does not believe will benefit CNA, used for any commercial purpose, or sold to or purchased by any person. Any inspection and copying under this Section may be made in person or by an agent or attorney of the member. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of each committee of CNA.

Section 11.3. Inspection by Board Members. Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of CNA and the records of each of its committees. This inspection by a Board member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 11.4. Annual Report. CNA shall notify each member yearly of the member's right to receive a financial report pursuant to this section. Upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred twenty (120) days after the close of the Board's fiscal year. Such report shall contain the following information in appropriate detail:

- a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- b) A statement of the place where the names and addresses of the current members are located.

ARTICLE XII. AMENDMENTS

Section 12.1. Power of Members. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of dues paying regular members present at any regular or special meeting called for that purpose. Notwithstanding Section 12.2, members must approve any action that would: (a) materially and adversely affect the rights of members as to voting; (b) increase the quorum at meetings of members.

Section 12.2. Power of Board Members. Subject to the right of members as provided in Section 12.1, bylaw as may be adopted, amended, or repealed by two-thirds (2/3) vote of the Board. Twenty (20) days written or published notice must be given of the intention to adopt, amend, or repeal the bylaws.