

MIDTOWN NEIGHBORHOOD ASSOCIATION

BYLAWS

Approved March 5, 2005

Article I NAME

Amended: *Date* The name of this organization shall be the Midtown Neighborhood Association (MNA or "Association).

Article II BOUNDARIES

Amended: *Date* The boundaries of Midtown Neighborhood Association shall be down the middle of each of the following: J Street on the North, 29th Street on the East, R Street on the South, 19th street on the west from R to N Street

Article III GOALS AND OBJECTIVES

Midtown's basic goal is to protect and improve the quality of life in the Midtown Neighborhood. The Association's objectives include but are not limited to the following:

Section 1. Serve as a liaison between the neighborhood and local government and advocate for policies and actions that will benefit the neighborhood.

Section 2. Provide a non-partisan forum for discussion of neighborhood concerns of mutual interest and opportunities for political representatives and candidates for office to meet area residents.

Section 3. Maintain communication within the neighborhood on issues of concern including but not limited to historic preservation, planning updates, rezoning proposals, community problems, variance requests, disposal of public property, traffic flow, health and safety, and other government and/or private actions that would affect neighborhood residents.

Section 4. Establish, monitor, and/or participate in civic programs that benefit residents.

Section 5. Monitor City of Sacramento notices for new projects/development within MNA boundaries.

Article IV POLICIES

MNA manages its activities and conducts business in accordance with the following policies:

Section 1. The Board of Directors shall be responsible for acting on behalf of the Association.

Section 2. Neither the name of MNA nor the names of any individual members in their official capacities shall be used in connection with any commercial promotion or partisan interest or for any purpose not appropriately related to the objectives of the Association.

Section 3. The Board of Directors shall not release contact information for Association members to other organizations.

Section 4. E-mail communications disseminated to MNA members shall be brief and pertaining only to matters of timely importance.

Section 5. The Secretary shall not disseminate e-mail to non board members without prior Board approval.

Section 6. No member of the Association shall claim to speak on behalf of MNA without prior Board approval.

Section 7. The designated public spokespersons for MNA are the Chair, Vice Chair, and Member Emeritus. Other Board members shall refer inquiries to these members and shall not claim to represent the Board in public forums without prior Board approval.

Section 8. The Board of Directors shall approve all expenditures from the MNA Treasury. However, the Treasurer may expend up to \$75.00 without prior authorization (with receipts) to cover the Association's normal costs of doing business and shall report all such expenditures in the monthly Treasurer's report. The Treasurer shall make all disbursements by check.

Section 9. By a two-thirds vote, the board of Directors may recall the election of any officer or Board member for (a) violation of any provision of these Bylaws, and/or (b) four or more unexplained absences from regularly scheduled Board meetings during any 12-month period.

Section 10. When a Board member misses three or more consecutive Board meetings due to illness or injury, or other personal circumstances, but wishes to remain on the Board, he or she shall petition the Board to request being placed on inactive status for three months. After four months of inactive status, this Board member shall be automatically removed from the Board and be ineligible for reinstatement during the current term. A Board member on inactive status has no voting authority.

Section 11. Unless otherwise specified, all decisions shall be by vote of a simple majority of active Board members. Neither the Board nor any committee may vote upon any motion unless a quorum of the active members of the Board or any committee exists when more than 50 percent [+1] of all elected or appointed active members of the body are present.

Section 12. Members of the Board may register votes via e-mail under specified conditions. Voting via e-mail is permissible when any or all of the following conditions prevail:

- Any board member may request an e-mail vote, but the request must be seconded by the Chair or Vice Chair prior to conducting an e-mail vote.
- The issue at hand is time-sensitive requiring the Board to act prior to the next regularly scheduled Board meeting.
- Proposed single expenditures or reimbursements exceed the Treasurer's \$75.00 authority.
- Referenda conducted via e-mail pass only if a majority of all active members vote in favor.
- The Board member who requests an e-mail vote is responsible for (i) securing a "second" from the Chair or Vice-Chair prior to circulating an e-mail request for a vote; (ii) explaining why the vote cannot wait until the next regularly scheduled Board meeting, (iii) ensuring that the necessary number of "aye" votes is received before acting on the motion; and (iv) providing a summary of the email motion and a record of the e-mail vote to the Secretary for inclusion in the minutes of the next regularly scheduled Board meeting.

Section 13. All MNA members may and are encouraged to attend regularly scheduled meetings of the Board of Directors.

Section 14. The Board shall approve an annual budget for each year, beginning July 1, at the regularly scheduled Board meeting in June.

Section 15. The MNA Board shall not take a public position on an issue or project that does not affect the MNA neighborhood if the MNA Board's position would contradict the position of the neighborhood association representing that area.

Section 16. MNA supports strong neighborhood associations and alliances, offering organizational advice and support to other neighborhood associations, when asked, and initiated and/or participating in collaboration among neighborhood associations when collaborations in everyone's best interest.

Article V
MEMBERSHIP, VOTING AND DUES

Section 1. Membership in MNA is open to all individuals or businesses in the following categories:

- Neighborhood residents and businesses, whether owners or renters.
- Non-residents who own property within the neighborhood.
- Commercial tenants who lease within the neighborhood.

Section 2. Only members who are current in paying their dues are eligible to vote.

Section 3. The Board of Directors shall set the annual dues.

Section 4. The Association shall collect dues annually during the period September through December.

Article VI
ACCOUNTS AND RECORDS

Section 1. The Board shall keep financial records sufficient to establish all sources of income and amount and purpose of all disbursements.

Section 2. The Board shall record the names of members and attempt to maintain current contact information current.

Article VII
BOARD OF DIRECTORS / OFFICERS / COMMITTEES

Section 1. The Board of Directors shall have the duty to manage the affairs of the Association in accordance with these Bylaws.

Section 2. The Board of Directors shall consist of no fewer than five (5) and no more than fifteen (15) individual Board Members.

Section 3. Whenever the number of Board Members reaches 13 to 15, one of that number, but not more than two, may represent an institution or other member-based organization located within MNA's boundaries. Whenever the number of Board members falls below 13, however, not more than one Board Member may be an institutional or organizational representative.

Section 4. Institutional or organizational representative Board Members may be elected to serve on the Board whether or not they reside within MNA's boundaries. All other Board Members, to be eligible for election to the Board, must reside within the geographical area defined as the Midtown Neighborhood

Section 5. Officers of the Board shall include Chair, Immediate Past Chair, Vice-Chair, Secretary, and Treasurer.

Section 6. Board Members are encouraged to become actively involved in activities and projects approved by the Board.

Section 7. The Board shall create committees as the preferred means by which to address complex issues and work-intensive projects.

- Committees are defined as 2 or more Board members that have been assigned to address a particular project or complete a specific activity.
- The Board may appoint chairpersons of committees as needed.

Section 8. If in the opinion of the Board of Directors, an individual has demonstrated unique and outstanding service as a member of the Board, the Board may designate such individual as MNA's Board member Emeritus. He or she shall have the full powers of Board membership. The Board Member Emeritus shall not be included in the limitation on the number of Board Members (15) as specified in Article VII, Section 2. In other words, the designation of a Board Members Emeritus may raise the total number of Board members to not more than 16.

Article VIII DUTIES OF THE OFFICERS

Section 1. The Chair's responsibilities shall include but are not necessarily limited to the following:

- Preside at all meetings of the Association and the Board.
- Prepare an agenda for Board meetings.
- Affix his or her signature to the Association's official correspondence
- Represent as the Association's primary contact person.

Section 2. The Chair may delegate any of the above or other duties assigned to the chair to another Board member.

Section 3. In the absence of the Chair, the Vice Chair shall assume the duties of the Chair.

Section 4. The Secretary's responsibilities shall include but are not necessarily limited to the following:

- Keep accurate minutes of all meetings of the Board and be prepared to refer to minutes of previous Board meetings.
- Include in the minutes of the next regularly scheduled meeting a record of votes the Board conducted via e-mail since the prior Board meeting.
- Notify Association members via e-mail and/or regular mail general membership meetings.

- Provide to all Board members via e-mail or regular mail a copy of any proposed amendment(s) to these Bylaws at least one week prior to the Board meeting at which the amendment(s) will be considered and voted upon.

Section 5. The Treasurer's responsibilities shall include but are not necessarily limited to the following:

- Receive all moneys for the Association.
- Deposit all moneys the Association receives in a bank approved by the Board.
- Keep itemized accounts of all receipts and disbursements.
- Prepare and present a written report of receipts and disbursements at each meeting of the Board, indicating year –to date receipts and disbursements relative to the prior year.
- Prepare and distribute every September the annual dues solicitation message and membership form.
- Serve as an ex officio member of the Board's Budget Committee.

Article IX

NOMINATION, ELECTION, AND TERMS OF BOARD MEMBERS

Section 1. Annually in November, the Secretary shall notify all MNA members via e-mail of the opportunity to volunteer for service on the Board of Directors.

Section 2. All volunteers shall have their names placed in nomination for election to the Board of Directors.

Section 3. Annually in January, the Board shall administer via regular mail – to MNA members only – a secret ballot for election of Directors. The 15 nominees receiving the highest number of votes shall be elected to the Board.

Section 4. Board members shall serve one-year terms extending from February 1 through January 31.

Section 5. A vacancy, or vacancies, on the Board shall be deemed to exist if one or more of the following conditions exists:

- A current member dies, resigns, or is removed by the Board.
- The Board amends the Bylaws to increase the authorized number of Board members.

Section 6. The Board may appoint members to fill vacancies on the Board as they arise. Each Board member so appointed shall hold office for the remainder of the expired term and shall be eligible for nomination and election in the immediately following standard process for nominating and electing Board members.

Article X
ELECTION OF BOARD OFFICERS

Section 1. Annually in February, the newly seated Board Members shall elect officers of the Board.

Article XI
MEETINGS

Section 1. The Association shall hold a minimum of one (1) general membership meeting a year. General meetings shall be held at a time and place selected by the Board. Notice of the meeting shall be given to all members at least seven (7) days prior to each meeting.

Section 2. The Board shall hold regularly scheduled monthly meetings at a usual place and time selected by Board members.

Section 3. Special meetings of the Board or Association may be called at any time by the Board Chair or by a quorum of the Board. The Secretary shall notify Board members via e-mail of the time, place, and date of special meetings at least twenty-four (24) hours in advance of the meeting.

Section 4. Standing agenda items for each Board meeting shall include:

- Approval of prior meeting's minutes.
- Approval of Treasurer's Report.
- Report of any e-mail votes taken since prior meeting.

Article XII
AMENDMENTS TO THE BYLAWS

Section 1. Any member of the Association may propose an amendment to these Bylaws at any regular or special meeting of the Board of Directors.

Section 2. At any general membership meeting, any amendment approved for proposal by majority vote shall be considered and acted upon at the next regularly scheduled meeting of the Board of Directors.

Section 3. Upon receiving a favorable vote by the majority of members of the Board of Directors, any proposed amendment to these Bylaws shall be adopted.