

Carmichael Creek Neighborhood Association, Inc. Bylaws

Article I. Name

The name of this organization shall be the Carmichael Creek Neighborhood Association, Inc., hereinafter sometimes referred to as the CCNA.

Article II. Purpose

The purpose of the CCNA is to preserve open space, a semi-rural residential character, and the general quality of life within the Carmichael Creek Neighborhood Preservation Area, hereinafter sometimes referred to as the Carmichael Creek NPA through the maintenance of the Neighborhood Preservation Area pursuant to Ordinance No. SZC 88-0015, April 6, 1988, of the zoning code of Sacramento County and through participation in community-wide issues and other means.

Article III. Tax Exempt Status

Section 1.

The CCNA is organized exclusively for the promotion of social welfare within the meaning of Section 501(c) (4) of the Internal Revenue Code.

Section 2.

The CCNA shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States tax law).

Article IV. Membership and Dues

The membership year and annual dues year of the CCNA shall be October 1 to September 30, inclusive. The boundaries of the CCNA for purpose of membership shall be the Carmichael Creek NPA.

Section 1. Category of Membership

a. General Member

Any person, without regard to race, religion or national origin, dedicated to the purpose of the CCNA, 18 years of age or older, who is a resident or property owner within the boundaries of the Carmichael Creek NPA shall be eligible for a

general membership. General members shall have all the rights and privileges of membership as set forth in the Operational Policies.

b. Honorary Member

Any person, without regard to race, religion or national origin, dedicated to the purposes of the CCNA, 18 years of age or older, who does not reside or own property within the boundaries of the Carmichael Creek NPA shall be eligible for an honorary membership. Honorary members shall not have voting rights, serve on the Board, nor hold office. They shall have all other rights and privileges of general members, as set forth in the Operational Policies.

Section 2. Transfer of Membership

A membership, or any right arising from a membership, may not be transferred.

Section 3. Dues

a. Payment

Dues are required upon application for general or honorary membership and are required for each year of membership. Dues are payable October 1 of each year and will be delinquent immediately following the close of the annual voting meeting. Members who have not paid their dues by December 31 will be removed from membership in the CCNA.

b. Schedule of Dues

The amount of dues and application process shall be set forth in the Operational Policies.

c. Refunds

There shall be no refunds of dues or fees.

Section 4. Termination of Membership

a. Resignation

Resignation of membership may be made in writing at any time to the Board and shall be effective at the date specified by the member.

b. Ceasing to Reside or Own Property

A general member who ceases to reside and/or own property within the boundaries of the NPA shall automatically be removed from general membership.

c. Non-payment of Dues

A member shall be removed from membership for non-payment of dues.

d. Detrimental Conduct

A member may be removed from membership for conduct detrimental to the purpose of the CCNA, as determined by the Board in accordance with procedures set forth in the Operational Policies.

Section 5. Reinstatement

a. Non-payment of Dues

A member who has been removed for non-payment of dues may be reinstated upon payment of dues.

b. Detrimental Conduct

A member who has been removed for conduct detrimental to the purpose of the CCNA may be reinstated by a two-thirds majority vote of the Board and payment of dues.

Article V. Officers

Section 1. Personnel

The officers of the CCNA shall be President, Vice President, Recording Secretary and Treasurer. Additional officers may be elected, from time to time, as deemed necessary by the Board. All officers shall be members of the Board of Directors, hereinafter sometimes referred to as the Board.

Section 2. Election and Term

Officers shall be elected by a plurality vote of the Board members present at the first Board meeting following the annual voting meeting and shall be elected for a term of one year or until successors are elected. They shall assume their duties immediately at the close of the first Board meeting.

Section 3. Duties

The duties of the officers shall include, but not be limited to, the following:

1. President

The President shall be the official spokesperson of the CCNA; shall preside at the meetings of the CCNA and Board, shall be an ex-officio member of all committees, and shall coordinate the work of the Board. The President shall, with Board approval, create other committees and appoint members or non-members as committee consultants as necessary.

2. Vice President

The Vice President shall assume the duties of the President in the absence of the President to act and shall perform or assist in such other duties as may be assigned by the Board or President.

3. Recording Secretary

The Recording Secretary shall keep written minutes of all meetings of the CCNA and shall notify the Board of any Board member's poor attendance. The Recording Secretary shall maintain the Articles of Incorporation and Bylaws of the CCNA.

4. Treasurer

The Treasurer shall be the custodian of the funds of the CCNA and shall be responsible for seeing that all the CCNA's financial affairs are carried out, with Board approval, in a manner appropriate to the nature and scope of the CCNA's commitment.

Section 4. Vacancies

Vacancies occurring among the officers shall be filled by a plurality vote of the Board. Each officer so elected shall serve until the expiration of the original term of office.

Article VI. Meetings of the General Membership

Section 1. Annual Voting Meeting

The annual voting meeting of the CCNA shall be held each year at a date, time and place as determined by the Board and shall include, but not be limited to, the election of the Board.

Section 2. Special Meetings

Special meetings of the CCNA may be called by the President, by the Board, or by the written request of the lesser of either ten voting members or five percent of the voting

members. Notification shall be given to all members in accordance with Article VI Section 3. Special meetings shall be held not less than thirty days nor more than ninety days after receipt of the request and at a date, time and place to be determined by the Board.

Section 3. Notice

All members shall be given written notice of all meetings not less than ten days if notice is provided by first class mail, or twenty days if notice is provided by bulk mail, and in no event more than ninety days before the date of any meeting. In the case of a special meeting, the general business to be transacted shall be noted. No other business may be transacted at a special meeting other than the business stated in the notice. Notice of any meeting at which directors are to be elected shall include the names of all nominees known at the time of such notice. The notice shall state the date, time and place of the meeting.

Section 4. Voting

Only general members present at a meeting of the CCNA are entitled to vote. Pursuant to Article X, a two-thirds majority vote of all general members present shall be required for bylaw changes brought before the membership. A majority vote of all general members present shall be sufficient for all other actions of the membership, unless these Bylaws or the California Nonprofit Public Benefit Corporation Law require a greater voting percentage. Any vote by the membership may be taken only after there has been an opportunity for membership debate.

Section 5. Quorum

A quorum for any meeting of the membership of the CCNA shall consist of twenty percent of the voting members of the CCNA present at the previous annual voting meeting.

Article VII. Board of Directors

Section 1. Personnel

The Board of Directors shall consist of no more than fifteen and no less than ten general members.

Section 2. Powers and Duties

a. Powers

- (1) Subject to the provisions and limitations of: (a) the California Non-profit Public Benefit Corporation Law, (b) Section 501(c)(4) of the Internal

Revenue Code, (c) any other applicable laws, (d) any limitations in the Articles of Incorporation, and these Bylaws relating to action required to be approved by the members, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by and under the direction of the Board.

- (2) Emergency Power. In the event of an emergency, determined by the President, if a quorum of the Board is not available, three or more of the officers, sitting in an emergency session, called by the President, shall have the power of the Board.
- (3) The Board may adopt Operational Policies not in conflict with these Bylaws for the conduct of the affairs of the CCNA and may amend or delete such policies from time to time.

b. Duties

- (1) The Board of Directors shall be the planning and policy making body responsible for the affairs and funds of the CCNA. It shall perform such other duties as are expressly provided by the Bylaws or as determined by the President.
- (2) The Corresponding Secretary shall keep and prepare the written correspondence of the CCNA and shall assist the Recording Secretary as necessary.

Section 3. Nomination

The Nominating Committee shall present a single slate of candidates for election to the Board. The slate shall be sent to each voting member by the same method that notices of meetings are sent. Nominations shall also be accepted from the floor at the annual voting meeting.

Section 4. Election and Term

The Board shall be elected at the annual voting meeting for a term of one year or until successors are elected. Board members shall assume their duties at the close of the annual meeting.

Section 5. Vacancies

Vacancies on the Board may, at the discretion of the Board, be elected by a plurality vote of the remaining members of the Board. Each director so elected shall serve until the expiration of the original term of the office.

Section 6. Meetings of the Board of Directors

- a. The Board shall meet in person at least twice a year at the call of the President or by written request of any four members of the Board. At the discretion of the President or upon written request of a majority of the Board, the conduct of business by the Board may be in person, by mail, by phone, or by e-mail.
- b. Written notice of all meetings in person of the Board shall be given to all members of the Board not less than three days before the date of the meeting. The notices shall state the date, time and place of the meeting.
- c. In the case of special or emergency meetings, notice may be given by phone in advance at the call of the President or any four members of the Board. No other business may be transacted other than the business stated.

Section 7. Voting

Except as otherwise noted in these Bylaws, official Board action shall be by a majority vote of the Board members present at a meeting. If time is of the essence, as determined by the President, Board action may be taken by a majority vote of those Board members responding to a telephone poll of all Board members.

Section 8. Quorum

Forty percent of the current authorized number of directors shall constitute a quorum for the transaction of business.

Section 9. Removal

Three consecutive Board meeting absences without good and sufficient reason may result in removal from the Board. The removed Board member may petition the Board for reinstatement. Such reinstatement shall be effected only by a majority vote of the Board.

Article VIII. Committees

Section 1. Standing Committees

a. Membership

There shall be a Membership Committee which shall keep uniform records of the membership and shall assist the Treasurer and Secretaries as necessary.

b. Finance Committee

There shall be a Finance Committee which shall assist the Treasurer as necessary and shall oversee the annual audit of the CCNA.

c. Nominating Committee

There shall be a Nominating Committee, selected by the Board, which shall present a slate of candidates for election to the CCNA Board and shall work with the current Board as necessary.

Section 2. Other Committees

The Board shall have the authority to establish committees or a combination of committees to perform functions of the CCNA as necessary.

Article IX. Parliamentary Authority

The current *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules or procedures adopted by the membership.

Article X. Amendments

Except as otherwise provided in the California Public Benefit Corporation Law, these Bylaws may be amended or repealed and new bylaws may be adopted by:

- a. A two-thirds majority vote of the general members present at any annual or special meeting called in compliance with Article VI. The meeting notice shall include notice and a verbatim copy of the proposed bylaw change or changes.
- b. A majority vote of all members of the Board, counting absent members, at a Board of Directors meeting called in compliance with Article VII, Section 6. The meeting notice shall include notice and a verbatim copy of the proposed bylaw change or changes. Notice and a copy of any bylaw change adopted by the Board shall be included in the meeting notice for the next annual meeting of the membership. At that meeting, the change shall be reviewed with the membership, and may be repealed or modified by a two-thirds majority vote of the general members present.

Article XI. Office of the CCNA

The office for the transaction of the business of the CCNA shall be determined by the Board.

Approved June 17, 1993

Amended and Approved November 8, 1995

Amended and Approved October 18, 2005

Certificate of Secretary

I, the undersigned do hereby certify that I am the duly elected and acting secretary of the CARMICHAEL CREEK NEIGHBORHOOD ASSOCIATION, a California non-profit public benefit corporation, that the foregoing Bylaws, comprising of seven pages, constitute the Bylaws of such corporation as duly adopted by the Board of Directors on June 17, 1993, and Amended on November 8, 1995, and they have not been amended or modified since that date. Executed on February 14, 1996 at Carmichael, California.

/s/ Margaret A. Berry
Secretary

I, the undersigned do hereby certify that I am the duly elected and acting secretary of the CARMICHAEL CREEK NEIGHBORHOOD ASSOCIATION, INC., a California non-profit public benefit corporation, that the foregoing Bylaws, comprising of nine pages, constitute the Bylaws of such corporation as duly adopted by the Board of Directors on June 17, 1993, Amended on November 8, 1995, and Amended on October 18, 2005, and they have not been amended or modified since that date. Executed on January 12, 2006 at Carmichael, California.

/s/ Anne C. Berner
Secretary