

By-Laws of the Broadmoor Neighborhood Association

(As Amended October 2006)

Article I

Name and Purpose

Section 1. Name.

The corporate name of this organization is The Broadmoor Neighborhood Association, located in the City of San Leandro and hereafter referred to as the Association.

Section 2. Purpose.

The purpose of the Association shall be to promote the welfare of the residents of the Broadmoor Neighborhood as that area is defined in Article II, Section 1. In particular, the Association shall attempt to maintain and enhance the quality of life for those residing in or owning homes or businesses within the boundaries of the Association. In order to achieve its purpose, the Association will engage in the following activities:

- A. Distribute news to inform the residents of the community as to neighborhood events and actions before elected bodies, boards and committees, which may affect the residents of the area
- B. Address elected bodies, boards and commissions as to matters of concern of the neighborhood
- C. Coordinate with the San Leandro Police Department as to matters of police protections and public safety
- D. Organize social functions to help Members get to know each other and foster a sense of community
- E. Engage in other activities, which promote the common good and general welfare of the community

Section 3. Non-Participation in Campaigns.

This Association shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Article II

Membership

Section 1. The Broadmoor Neighborhood Association Defined.

As used in these By-Laws, "The Broadmoor Neighborhood Association" refers to the following area within the City of San Leandro, State of California: residences, businesses, and real property within the boundaries of west side Foothill Boulevard to the west side of MacArthur Boulevard, the north side of Dutton Avenue, the east side of East 14th Street, and the south side of Durant Street to the west side of Foothill Boulevard.

Section 2. Membership.

Membership is voluntary to all adults residing, owning property, or owning a business located within the Broadmoor Neighborhood Association are eligible for membership. To become a member, a person eligible for membership must apply, pay the required dues, and agree to abide by the Article of Incorporation and By-Laws of the Corporation.

Section 3. Privacy.

Membership information shall be collected and used only to satisfy the requirements of the Association, shall be maintained confidentially, and may not be released without the permission of the Board.

Section 4. Dues and Assessments.

- A. Annual dues, other necessary assessments, and terms for payments shall be established by the Board from time to time. Dues and other necessary assessments are considered delinquent ninety (90) days after the beginning of the fiscal year and/or date of billing.
- B. There shall be no late payment fee.

Section 5. Non-Liability.

A member of the Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

Section 6. Non-Transferability and Rights of Termination.

- C. No Member may transfer for value a Membership or any right arising therefrom. All rights of Membership cease upon member's death.
- D. All rights of a Member shall cease on termination of Membership as herein provided.

Section 7. Termination of Membership.

Membership may be terminated when the dues and/or assessments against a Member is in arrears or delinquent for three (3) months.

Section 8. Honorary Memberships.

- A. Honorary Memberships may be awarded to persons who have performed or may perform services that tend to further the purpose of the Association.
- B. The awarding of Honorary Memberships shall be by a vote of the Board.
- C. Honorary Memberships shall have no vote.

Article III

Directors

Section 1. Board of Directors.

The corporate powers of the Association shall be vested in a board of eleven (11) Directors who shall be Members of the Association.

Section 2. Quorum, Majority Action as Board Action and Proxy.

- A. A quorum at any Board meeting shall consist of six (6) directors, one of whom must be an Officer of the Association as defined in Article V.
- B. Every act or decision done or made by a majority vote of the Members of the Board in person or by proxy at a duly held meeting at which a quorum is present, is the act of the Board, unless by law, Articles of Incorporation of this corporation, or these By-Laws require a greater number.
- C. All proxy votes shall be in writing and filed with the Secretary prior to voting. In addition, a Board member may give a written proxy to another Director authorizing said person to vote in his or her stead.

Section 3. Duties of Directors.

Directors shall:

- A. Conduct, manage, and control the affairs and businesses of this corporation and to make rules and regulations not inconsistent with the laws of San Leandro, Alameda County, State of California, or the By-Laws of this corporation.

- B. Supervise all Officers, agents, and employees of the Association to assure that their duties are performed properly.
- C. Appoint, remove, employ and discharge, except as otherwise provided in these By-Laws, and prescribe the duties of all Officers, agents, and employees of the corporation.

Section 4. Non-Liability.

The Directors shall not be liable personally for the debts, liabilities, or obligations of the Association.

Section 5. Election of Directors.

- A. Directors shall be elected at the Biennial General Membership meeting, to serve two (2) years and until their successors are elected and qualified. The terms of office shall begin immediately after election.
- B. Any qualified Member shall notify the Secretary of that Member's intent to be a candidate for the Board, prior to the Biennial General Membership meeting. To be qualified, a candidate must be a Member in good standing of the Association.
- C. Each Member in good standing shall cast one (1) vote in person or by proxy. All proxy votes shall be in writing and filed with the Secretary prior to voting. In the event there are more candidates than open seats, the eleven (11) candidates receiving the highest number of votes shall be elected.

Section 6. Resignations.

Directors with three (3) consecutive, unexcused absences from regular meetings will be deemed to have tendered their resignation and may be replaced by the remaining Directors.

Section 7. Vacancies.

Vacancies on the Board shall be filled for the unexpired term by a majority vote of the remaining Directors, regardless of the number of remaining Directors.

Article IV

Meetings

Section 1. Biennial General Membership Meeting.

A Biennial General Membership Meeting shall be held on or about March 1 in odd-numbered years, at a time and place designated by the Board, for the purpose of electing Directors to the Board and transacting other business as may come before the meeting.

Section 2. Meeting of the Board.

- A. Special meetings of the Board may be called by the President or by three (3) Board members.
- B. Regular meetings of the Board shall be held monthly at times and places determined by the Board.

Section 3. Special Meeting of the Membership.

- A. Special meetings of the Membership for any lawful purpose may be called by twenty (20) Members in good standing, and said request is to be made in writing to the President of the Association.
- B. A quorum at any special meeting of the Membership shall be seventy-five (75) Members or 20% of the Membership, whichever is the lesser.
- C. To the extent that an action of the Board is inconsistent with an action taken at a special meeting of the Membership, the action of the Board may be repealed by a two-thirds (2/3) vote of the Membership present.

Section 4. Quorum, Voting and Proxy.

- A. A quorum at any general membership meeting shall consist of the Members present. Action taken at a general membership meeting will be by vote and passed by a simple majority of the Members present, unless a greater number is required by another section in these By-Laws.
- B. Each Member is entitled to one (1) vote, in person or by proxy, on each matter submitted to a vote of the Membership.
- C. Voting at duly held meetings shall be by voice, show of hands, or by ballot at the discretion of the Board.

- D. All proxies shall be in writing and filed with the Secretary prior to voting. A Member may give a written proxy to another Member authorizing that person to vote in his or her stead.

Section 5. Notices.

The Secretary of the Association will notify the Membership of the date, time, place and agenda of any meeting, whether the Biennial General Membership Meeting, any special membership meeting, or any special or regular meeting of the Board. At least ten (10) days notice shall be given, except that special meeting of the Board may take place by the giving of forty-eight (48) hours notice.

- A. Members may present any proper matter at the Biennial General Membership Meeting or at any regular meeting of the Board by submitting items to the President prior to the beginning of the meeting.
- B. In the case of special meetings of the Membership or of the Board, the general nature of the business to be transacted shall be set forth in the notice of the meeting and no other business may be transacted.
- C. Notice of a meeting of the Membership shall be given, either personally, by mail or by other means of communication, addressed to the Member at the address appearing on the Association books or given for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail, or sent by other means of communication.

Section 6. Majority Action as Membership Action.

Every act or decision done or made by a majority of the voting Members present, in person or by proxy, at a duly held meeting at which a quorum is present is the act of the Members, unless by law, the Articles of Incorporation of this Association, or these By-Laws require a greater number.

Article V **Officers**

Section 1. Officers.

- A. The Officers of the Association shall consist of President, Vice President, Secretary, Treasurer, and Community Liaison. Any number of Offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

- B. The Board may appoint such other Officers as the business of the Association may require and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the Board from time to time.

Section 2. Election, Term, Removal, Resignation and Vacancy.

- A. Officers shall be chosen by the Board. Each Officer shall hold that Office until he or she resigns or is removed or otherwise disqualified to serve or until his or her successor is elected and takes office immediately after said election.
- B. Any officer may be removed, for cause, by two-thirds (2/3) of the Board or a majority of the vote of the Membership at any meeting of the Board or Membership.
- C. Any officer may resign at any time by giving written notice to the President.
- D. A vacancy in any office, due to any cause, shall be filled by the Board. In the event of a vacancy in any Office other than the President, such vacancy may be filled temporarily by appointment of the President until such time as the Board shall fill the vacancy. Vacancies of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section 2. Duties of Officers.

In addition to any other duties or responsibilities that the Board may from time to time grant or assign to an Officer, either permanently or for a limited duration, Officers will assigned the following responsibilities.

- A. **President** – The President or his or her designate shall plan and preside at all regular and special meetings and supervise the direction of events and committees. The President shall keep important records while in office and transfer them to his successor at the end of his term. The President shall consult with and keep the Board informed of and obtain the Board's approval for all important pending activities and expenditures. With the Treasurer, the President shall summarize yearly expenses and present a budget to be amended and approved by the Board. The President or his designee shall review invoices and bank statements before passing them to the Treasurer.
- B. **Vice President** – The Vice President shall perform the duties of the President in the event that the President is temporarily unable to fulfill his or her duties. The Vice President shall also work with the President to ensure that meetings, committees and events function properly.
- C. **Secretary** – The Secretary shall prepare and maintain an accurate record of all business conducted by the Association at all meetings. The Secretary shall routinely present these records to the Board for review and approval.

- D. **Treasurer** – The Treasurer shall collect, distribute, and oversee all Association funds that the Board deems necessary for its functioning. The Treasurer shall distribute funds in a timely fashion in accordance with the Board’s approved budget. Unbudgeted expenditures shall be presented to the Board for approval. The Treasurer or his or her designee shall regularly prepare and present precise financial reports to the Board and Association. The Treasurer, under the direction of the Board, shall ensure that funds are used for the exclusive support of the Association’s mission.
- E. – The Community Liaison, in conjunctions with his or her designee(s), shall act as the spokesperson of the Association and manage the routine communications to and from the Association and other entities. The Community Liaison shall keep the Board apprised of such communications.

Article VI

Miscellaneous

Section 1. Seal.

The Corporation shall have a common seal consisting of a circle having on its circumference the words “The Broadmoor Neighborhood Association” and in the center the words “Incorporated 1990”.

Section 2. By-Law Amendments.

These By-Laws may be changed, amended, or replaced at a membership meeting by a two-thirds (2/3) vote of the Membership present, in person or by proxy, provided that the amendments have been submitted to the Membership at least ten (10) days prior to the meeting.

Section 3. Inspection of Books and Records.

Any Member shall be entitled to inspect the Association’s books and records, exclusive of the membership information deemed to be private in Article II, Section 3, at any duly called Meeting upon furnishing written notice to the President at least five (5) days prior to such meeting.

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