

BYLAWS
of the
SIERRA CURTIS NEIGHBORHOOD ASSOCIATION

A California Nonprofit Public Benefit Corporation

Revised July 2, 2003

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BYLAWS
SIERRA CURTIS NEIGHBORHOOD ASSOCIATION
A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME AND BOUNDARIES

Section 1: Name

The name of the association shall be the Sierra Curtis Neighborhood Association ("SCNA").

Section 2: Neighborhood Boundaries

The Sierra Curtis Neighborhood is bounded on the east by Highway 99, on the north by Interstate 80, on the west by Freeport Boulevard south of its intersection with Union Pacific Railroad and by the Union Pacific Railroad north of that intersection, and on the south by Sutterville Road.

Section 3: Offices

The principal office of SCNA is located in Sacramento County, California. The Board of Directors may from time to time change the location of the principal office from one location to another in this county.

ARTICLE II: PURPOSE

SCNA is a corporation formed under the California Nonprofit Public Benefit Corporation Law. Founded in 1976 to save the Sierra Elementary School from demolition, SCNA actively participates in preserving the heritage of and enhancing the quality of life in the Sierra Curtis Neighborhood and Sacramento. It is directly involved in providing cultural, educational, and recreational opportunities and services for our neighborhood and the community. It operates the Sierra 2 Center for the Arts and Community ("Sierra 2 Center") for these purposes.

SCNA is nonprofit and nonpartisan. No substantial part of its activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. SCNA shall not participate or intervene in any political campaign or on behalf of any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 1. Membership Types and Qualifications

There shall be Resident membership and Associate membership in SCNA. Resident membership shall be divided into two classes: Individual and

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Household. Members with Life memberships shall be treated as Resident members and have the rights of Resident members as set forth in these Bylaws but shall not have to pay dues. Associate membership shall consist of one class: Friend of the Sierra 2 Center.

Resident membership is open to all persons eighteen (18) years of age or older who are property owners or who reside within the Sierra Curtis Neighborhood as defined in Article I.

Section 2. Rights and Privileges

A. Voting Rights

Resident members in good standing shall be entitled to one (1) vote at any meeting of the membership as long as their dues are paid and current. Any new Resident members may join by paying their dues at any time and their voting rights become effective immediately. Lifetime members shall be entitled to one (1) vote at any meeting of the membership. Associate members shall have no vote at any meeting of the membership.

B. Participation in Board Meetings

Any member in good standing shall be entitled to attend any meeting of the Board to participate in discussion of matters before the Board and to present matters of neighborhood concern to the Board for consideration and discussion.

Section 3. Dues

A. Resident Members

Resident Members shall pay dues as fixed from time to time by a majority vote of the Board. If a person asserts that he or she cannot afford the membership dues, membership dues shall be one dollar (\$1.00) per year.

B. Associate Members

Associate membership is open to all persons eighteen (18) years of age or older who reside outside the boundaries of the Sierra Curtis Neighborhood as defined in Article I. Associate Members shall pay dues as fixed from time to time by a majority vote of the Board.

C. Payment of Dues

The amount of dues for any membership class may be changed by the Board of Directors or by the membership at any membership meeting. Annual dues are payable in advance on a calendar year basis.

D. Suspension; Good Standing

Any Resident or Associate member who shall fail to pay his/her annual dues on or before the date due shall be suspended from all the rights and privileges of membership until the dues for the current year shall have been

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paid to SCNA. Resident or Associate members who have paid the required dues and Lifetime members shall be members in good standing.

Section 4. Meetings of Members

A. Place of Meeting

All meetings of members shall be held in or near the Sierra Curtis Neighborhood.

B. Regular Membership Meetings

There shall be one regular membership meeting annually. Notice shall be published in the Viewpoint (the newsletter of SCNA), or written notice shall be given to each household with regular or lifetime members. Written notice shall also be posted in a conspicuous place at the Sierra 2 Center.

C. 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 five percent or more of the Resident members. Notice of a Special Meeting of the members shall be given by the same means as for regular membership meetings except that notice of any special membership meeting shall also 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.

D. Quorum

Authority to conduct business at any membership meeting shall be determined by a majority of the members present and voting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Authority of the Board of Directors

The Board of Directors shall determine the policies and activities of SCNA, and exercise all authority, rights, and powers granted to it by the State of California, the Articles of Incorporation, and these Bylaws. The Board delegates responsibility for day-to-day operations to SCNA's Executive Director.

Section 2. Duties of the Directors

The Directors of the Board shall:

- A.** Approve and set forth in writing all policies and procedures for the operation of the SCNA Board of Directors, including the specific duties of Officers, the Executive Committee, and Standing Committees.
- B.** Approve and set forth in writing all policies and procedures, including personnel policies, for the operation of SCNA and the Sierra 2 Center.

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- C.** Review, update, and approve the Association's strategic plan.
- D.** Approve SCNA's annual plan and budget.
- E.** Authorize committees of the Association.
- F.** Hire or terminate the Executive Director.

Section 3. Number, Qualifications, and Term of Directors

There shall be a maximum of twenty-three (23) Directors of SCNA. Any Resident member is eligible to be elected or appointed as Director. Directors shall be elected for a term of office of two (2) years. Twelve (12) Directors shall be elected in even numbered years, and eleven (11) in odd numbered years, with terms beginning at the January Board meeting following their election.

Section 4. Election of Directors

A. Nominations

The Executive Committee shall form an Ad Hoc Nominations Committee of any three (3) or more Directors who shall present a slate of prospective Directors to the Board of Directors one month prior to SCNA's regular membership meeting. The Nominations Committee shall take into consideration a geographic balance among all areas of the Sierra Curtis Neighborhood in making nominations. Additional nominations may be made by any Resident member at the membership meeting at which the election will be held.

B. Voting

The election shall take place at the regular annual meeting of the Resident members by secret ballot, with those nominations receiving the highest number of votes being elected. In case of a tie the Board shall decide the winner.

Section 5. Vacancies

A. Definition

A vacancy in the position of a Director shall be deemed to exist:

- i. In the event of the person's death, removal, resignation,
- ii. If the authorized number of Directors is increased,
- iii. If the members fail to elect the authorized number of Directors, or
- iv. If any member of the Board fails to attend four (4) regular meetings of the Board within a year (the Board may reappoint such member pursuant to Section 5.B. of this Article); or
- v. If the Board declares vacant the office of a Director who has been declared of unsound mind by a final order of the court, convicted of a

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felony, or been found by a final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Public Benefit Corporation Law.

B. Filling Vacancies

Vacancies on the Board shall be filled by approval of the Board. The Nominations Committee shall nominate at least one (1) candidate for each vacant position. Additional nominations may be made by any Board member or any Resident member at the Board meeting at which the election will be held. Each Director so appointed shall hold office for the remainder of the unexpired term and until a successor is elected.

C. Term Completion

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Meetings

A. Regular Meetings

The Board shall hold a regular meeting each January for the purpose of organization, election of officers, and the orientation of new Directors. The Board shall also hold a regular meeting in June for the purpose of reviewing SCNA's annual plan and budget. The Board shall hold at least eight (8) regular meetings each year in addition to the organization and budget meetings in January and June. The Board shall set a regular time, day, and place of regular meetings at the organization meeting. The Board may change the time, day or place of any regular meeting at the prior regular meeting.

B. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice President, or any three (3) Directors. Written or personal notice of the time, place and date of the special meetings shall be given to each Director at their place of residence at least twenty-four (24) hours prior to the time thereof.

C. Quorum

A simple majority (fifty percent plus one) of the currently serving Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors 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 Directors, if any action taken is approved by at least a majority of the required quorum.

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Section 7. Fees and Compensation

Directors shall receive no compensation for their services. Expenses of a Director approved by the Board in advance shall be reimbursed. Expenses of a Director incurred without prior approval may be approved by the Board for reimbursement.

Section 8. Removal of Directors by Membership

Any Director may be removed from office by a majority vote of Resident members present at a regular meeting of the membership or a special meeting called for the purpose according to the procedure for such meetings.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers and Terms of Office

The officers of SCNA shall be a President, a Vice President, a Secretary, and a Treasurer. Only Directors shall be officers. The Vice President, the Secretary and the Treasurer serve as members of standing committees. Officers serve a term of one year.

A. Election

The officers of SCNA shall be elected by the Board annually at each January organization meeting. Each officer shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected or qualified.

B. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at any regular or special meeting of the Board.

C. 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 2. Duties of Officers

A. President

The President shall preside at all meetings of the membership, the Board, and the Executive Committee. He or she shall perform all duties incident to the office and such duties as may be prescribed by the SCNA Articles of Incorporation or these Bylaws, or may be prescribed from time to time by the Board of Directors. The President may delegate these powers and duties to other officers or Directors, if necessary.

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B. 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 the Bylaws.

C. Secretary

The Secretary shall be responsible for keeping minutes of all meetings of the Board, of the Executive Committee, and of the membership. He or she shall also perform other duties as from time to time may be prescribed by the Board or the Bylaws.

D. Treasurer

The Treasurer shall be a permanent member of the Finance Committee and shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of SCNA, prepare the budget, have custody of SCNA's securities and of its instruments and papers involving finances and financial commitments, and render to the Board of Directors, whenever they request it, an account of all transactions and of the financial conditions of SCNA. He or she shall also perform other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 3. Executive Committee

Certain Board responsibilities and activities may be delegated to the Executive Committee, provided that the activities and affairs of SCNA and all corporate powers shall be exercised under the ultimate direction of the Board. The Executive Committee shall consist of the officers and one member of the Board at large. The member at large shall be elected by the Board of Directors at the January organization meeting.

ARTICLE VI: COMMITTEES

Section 1. General

A. Committee Service and Composition

Each Director shall serve on at least one of the Standing, Principal, or Ad Hoc Committees of the Board. Standing Committees shall be composed solely of Board members. All other Committees of the Board shall consist of at least one (1) member of the Board, with members of SCNA serving in an advisory, non-voting capacity as appropriate.

B. Appointment of Committee Members

The President shall appoint all committee members subject to a majority vote of the Board. Members shall select their own chair. Committee appointments shall be made on the basis of Board member interest balanced with

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committee staffing requirements.

C. Authority of Committees.

All committees shall have authority to bind the corporation only as set forth in this article and as additionally empowered by explicit action of the Board. Each committee shall have the authority to propose an annual budget to the Finance Committee and spend SCNA funds for activities or projects under its control, as set forth in the SCNA budget approved by the Board or revised by the Executive Committee. In all other matters, the committees shall advise and recommend policies and actions to the Board.

D. Committee Meetings

Committees shall each meet as necessary or as specified in these Bylaws, but not less than four (4) times a year. The chair of each committee shall prepare a brief synopsis of committee activities and submit this synopsis to the Secretary or President at least one week prior to the next Board meeting.

Section 2. Standing Committees of the Board

There shall be five Standing Committees of the Board, the function of which is to provide a continuing organizational framework for the pursuit of SCNA's goals and purposes. These shall be the Finance Committee, the Facilities Committee, the Personnel Committee, the Development Committee, and the Neighborhood Concerns Committee. Committees shall perform their duties as set forth in the written policies and procedures governing the operations of the Board (Article IV, Section 2.A. of these Bylaws).

A. Finance Committee

The Finance Committee shall have general oversight of the financial affairs of SCNA, including the fiscal management of the Sierra 2 Center.

B. Facilities Committee

The Facilities Committee shall have general oversight of the operation and maintenance of the Sierra 2 Center physical plant and grounds.

C. Personnel Committee

The Personnel Committee shall monitor and review all personnel, employment, and staffing policies and procedures of SCNA and make recommendations to the Board regarding these policies and procedures.

D. Development Committee

The Development Committee shall have primary responsibility for outreach to members and all fund-raising activities

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E. Neighborhood Concerns Committee

The Neighborhood Concerns Committee shall be responsible for monitoring and responding to issues that affect the quality of life within the Sierra Curtis Neighborhood.

Section 3. Principal Committees

SCNA engages in numerous important activities on a continuing or recurring basis. Committees formed by the Board to address issues, organize major events, or oversee program offerings shall be deemed Principal Committees and may continue to operate from year to year.

Section 4. Ad Hoc Committees

The Board or members may create temporary committees at any of their regular or special meetings. Ad Hoc Committees are formed for the purpose of handling a specific concern and shall disband when the Committee accomplishes its goals. Ad Hoc Committees shall perform the functions specified by the Board or Members.

ARTICLE VII: EXECUTIVE DIRECTOR AND STAFF

The SCNA Executive Director is responsible for organizing and managing the day-to-day operations of SCNA and SCNA staff, including the implementation of operational and programmatic policies, the management of the Sierra 2 Center, the management of projects and programs, and fund development. The Board of Directors may delegate to the Executive Director the authority to hire staff. The Executive Director is hired by and reports to the Board of Directors.

ARTICLE VIII: FINANCIAL AND OPERATIONS REVIEW

Section 1. Fiscal Year

The fiscal year of SCNA shall be July 1 through June 30.

Section 2. General Review Provisions

The Board of Directors as a whole is responsible for conducting one review during each fiscal year of SCNA's fiscal and operational affairs, and its plans, policies, and procedures. Specifically, the Board shall:

A. Strategic and Annual Plans

Develop and approve, as often as appropriate, but at least once every five years, a written strategic plan. The plan shall include a statement of SCNA's vision and mission, as well as its goals and objectives for the next five years. Based on the strategic plan, the Board shall develop and approve an annual plan for the achievement of SCNA's goals and objectives.

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B. Financial Review

Authorize and cause to have conducted a financial review by an outside firm according to the Board's policies and procedures (Article IV, Section 2.A.), when appropriate.

C. Operational Review

Annually review and approve the policies and procedures of SCNA and the Sierra 2 Center according to the Board's policies and procedures (Article IV, Section 2.A.). These include facilities management, event management, tenant management, contract management, and personnel policies, procedures, and performance.

ARTICLE IX: GENERAL PROVISIONS

Section 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 SCNA, shall be signed or endorsed by at least two (2) signatories designated by the Board. One signatory must always be an officer of SCNA.

Section 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 and on behalf of SCNA; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind SCNA by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Books, Records, and Reports

A. Records and Reports to be Kept

SCNA shall keep:

- i. Adequate and correct books and accounts.
- ii. Minutes in written form of the proceedings of its members, the Board and committees.
- iii. A record of its members, giving their names and addresses and the class of membership held by each.

B. Rights of Members to Review Documents

SCNA members have the right to inspect or obtain copies of SCNA records and documents as specified in this section. 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.

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Any right of inspection extends to the records of each committee of SCNA.
Any member may:

- i. Inspect and copy the record of members' names, addresses and voting rights during usual business hours, upon five business days' prior written demand upon SCNA, which demand shall state the purpose for which the inspection right is requested. Alternatively, any member may also obtain from the Executive Director, upon written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of Directors 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 or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as on which the list is to be compiled.

This right may be exercised by any member for a purpose reasonably related to such person's interest as a member. If SCNA 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 SCNA, used for any commercial purpose, or sold to or purchased by any person.

- ii. 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 Executive Director at any reasonable time for a purpose reasonably related to such person's interest as a member.
- iii. Inspect the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
- iv. 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.

C. Rights of Board Members to Review Documents

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 SCNA and records of each of its committees. This inspection by a Director 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.

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Section 4. Procedure

The most recent edition of Robert's Rules of Order shall be the official guide of SCNA when parliamentary procedures are involved.

Section 5. Liability, Indemnification, and Insurance

A. Liability

In the absence of misconduct, fraud, or bad faith, the present and former officers, Directors, and employees of SCNA and the Sierra 2 Center shall not be personally liable for its debts, obligations, or liabilities.

B. Indemnification

SCNA shall have the power to indemnify corporate agents pursuant to the California Non-Profit Public Benefit Corporation Law.

C. Insurance

The Board of Directors may authorize the purchase and maintenance by this Association of such insurance on behalf of the present and former officers, Directors, employees, and persons acting in any other capacity at the request of this Association as may protect them against any liability asserted against them in such capacity, whether or not this Association would have the power to indemnify such person under applicable law.

ARTICLE X: DISSOLUTION

The properties and assets of SCNA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of SCNA, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of SCNA. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501(c)(3).

ARTICLE XI: AMENDMENT OF THE BYLAWS

Section 1. Power of Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of Resident members in good standing present at any regular or special meeting called for that purpose.

Notwithstanding Section 2 of this Article, members must approve any action that would: (a) materially and adversely affect the rights of members as to voting, or

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transfer of membership; (b) increase the quorum at meetings of members; or (c) change the number or terms of Directors.

Section 2. Power of Directors

Subject to the right of members as provided in Section 1 of this article, Bylaws may be adopted, amended or repealed by two thirds of the members of the Board of Directors. Ten (10) days written or published notice must be given of the intention to adopt, amend or repeal the Bylaws and shall include copies of the proposed amendments.

These Bylaws have been adopted by the SCNA Board of Directors on July 2, 2003 as attested by the following officers:

<u>Original signed by Harlene Barrett</u>	_____
President	Date
<u>Original signed by Lisa Garrison</u>	_____
Vice President	Date
<u>Original signed by Kathy Davenport</u>	_____
Treasurer	Date
<u>Original signed by Judith Linck</u>	_____
Secretary	Date