

BYLAWS FOR FAIR OAKS AMERICAN RIVER GATEWAY NEIGHBORHOOD ASSOCIATION

- Article I PURPOSE: The purpose of this group is to protect the political, environmental, social, recreational, safety and quality of life interests of the residents of the neighborhood located in Fair Oaks, CA bounded by Fair Oaks Blvd. to the North, Sunrise Blvd. to the East, Southcliff to the West and the American River to the South.
- Section 1 NAME OF ASSOCIATION: The name of the association shall be Fair Oaks American River Gateway Neighborhood Association.
- Section 2 PURPOSE: The purposes for which Fair Oaks American River Gateway Neighborhood Association is organized are:
- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
 - b. To provide an open process by which all residents of the neighborhood may involve themselves in the affairs of the neighborhood.
 - c. To perform all of the activities related to said purposes, to have an enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under California non-profit corporation law.
 - d. To be organized exclusively for social welfare purposes. Notwithstanding any statement of purpose or powers aforesaid, this association shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

Section 3 MEMBERSHIP: Membership in Fair Oaks American River Gateway Neighborhood Association shall include all residents, located within the boundaries of Fair Oaks Blvd. to the north, Sunrise Blvd. to the East, Southcliff to the West and American River to the South in Fair Oaks, CA, as shown by the Attached Map. Membership is automatic to all residences within the boundaries of the association.

Section 4 VOTING: All members, 18 years of age or older, shall have one vote each to cast during attendance at any annual or special meeting.

ARTICLE II FUNDING

Section 1 DUES: Voluntary annual dues will be \$20.00 dollars per member to be collected by the 15th of the month preceding the annual election.

Section 2 CONTRIBUTIONS: Voluntary contributions will be accepted.

Section 3 FUND RAISING: Activities to raise funds for the Fair Oaks American River Gateway Neighborhood Association may be held if appropriate and approved by the Board.

ARTICLE III MEETINGS

Section 1 ANNUAL MEETINGS: There shall be at least one annual meeting held yearly on a day decided upon by the majority vote of the Board of Directors. Notification for all meetings shall require seven (7) days advance written, telephone or e-mail notice to all members of Fair Oaks American River Gateway Neighborhood Association, media Board of Supervisors and County Officials.

- The President shall report on the state of the association.
- The Treasurer shall give an annual financial report.
- Elections for Members of the Board shall be held.

Section 2 SPECIAL MEETING: A special meeting of the membership may be called by the chairperson or by a majority of the board of directors as deemed necessary. Notification and purpose of the meeting shall require seven (7) days advance written, telephone, or e-mail notice to all members of Fair Oaks American River Gateway Neighborhood Association.

Section 3 AGENDAS: Subject to the approval of the Board of Directors, the President shall prepare a proposed agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing or by e-mail to the board of directors at least seven (7) days in advance of the membership meeting. Any member of Fair Oaks American River Gateway Neighborhood Association may make a motion to add an item to the board, general or special agendas at those

respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 QUORUM: Unless otherwise specified in these bylaws, decisions of Fair Oaks American River Gateway Neighborhood Association shall be made by a majority vote of those members present at any meeting.

Section 5 PARTICIPATION: Any annual, special, or committee meeting is open to any person and all who wish to be heard. However, only members are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all members and affected parties, including minority reports.

Section 6 PROCEDURES: The Fair Oaks American River Gateway Neighborhood Association shall follow the Roberts Rules of Order in all areas not covered by the by laws.

ARTICLE IV BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD: The board of directors hereinafter referred to as the board, shall be composed of a minimum of 9 (nine) members. Additional members may be added by the existing board as needed.

Section 2 DUTIES OF THE BOARD:
a. MANAGEMENT: The affairs of the Fair Oaks American River Gateway Neighborhood Association shall be managed by the board in the interim between general meetings. The board shall be accountable to the

membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of Fair Oaks American River Gateway Neighborhood Association; and shall strictly comply with these bylaws.

- b. VACANCIES: The board may fill any vacancy on the board or a committee by majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.
- c. BOARD MEETINGS: The board shall meet once a month, at a date and time set by the board, and at least fourteen (14) days prior to any annual or special meeting or at any other time the President may designate. These meetings shall be conducted in an open session; however only board members may vote. The members shall be notified of board meetings in writing or by telephone, or by e-mail in advance. Minutes of the meetings will be sent by e-mail to all members or posted to the Fair Oaks American River Gateway Neighborhood Association's website. A majority of board members, by signed petition, may call a board, general or special meeting.
- d. EMERGENCY POWERS: In such cases where the board is required to provide neighborhood response before the questions is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at a special or general

meeting within thirty (30) days, or within a reasonable time for ratification by the membership.

- e. QUORUM: A quorum of ½ the sitting board members, unless a fraction, then it will be rounded up to the next whole number, shall be required to be in attendance at any regularly or specially scheduled board meeting in order to conduct any official business of the board except scheduling of the next board meeting.

Section 3 OFFICERS: The board shall elect from among its members a President, Vice-President, Secretary, and Treasurer at the first board meeting and following the annual election.

Section 4 DUTIES OF THE OFFICERS:

- a. PRESIDENT: The President shall prepare the agenda and preside at all meetings of the board and membership; shall appoint chairs of committees with majority approval of the board.
- b. VICE PRESIDENT: The Vice-President shall assist the President and preside at meetings in the absence of the President.
- c. SECRETARY: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence for Fair Oaks American River Gateway Neighborhood Association; shall make records of Fair Oaks American River Gateway Neighborhood

Association available for inspection for any proper purpose at a reasonable time. Keep information on the membership.

- d. TREASURER: The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, safe keep and disburse Fair Oaks American River Gateway Neighborhood Association funds, but such disbursement shall require the signature of one other board member.

Section 5 TERM OF OFFICERS: Officers shall be elected by the Board for a term of one year.

ARTICLE V COMMITTEES

Section 1 STANDING COMMITTEES: The following standing committees shall be instituted to be responsible for programs and activities of the Fair Oaks American River Gateway Neighborhood Association of a long standing nature. The chairman of the committees shall be appointed by the President with the agreement of the Board of Directors and may be dismissed by the President with the agreement of the Board. Removal will require a cause. Standing Committees of Fair Oaks American River Gateway Neighborhood Association may include but not be limited to:

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| Communication | Membership |
| Finance | Traffic |
| Recreation | Development Projects |
| Crime Prevention | |

Section 2 AD HOC COMMITTEES; The President shall institute with the agreement of the board of directors such other committees as deemed necessary to transact the business of the association. The chairman of the committee shall be appointed by the President with the agreement of the Board and may be dismissed by the President with the agreement of the board. The dismissal will require a cause.

ARTICLE VI ELECTION OF BOARD MEMBERS

Section 1 ELIGIBILITY: Only members shall be qualified to hold an elected position.

Section 2 TERM OF THE BOARD: Members of the board shall be elected to serve for two years.

Section 3 NUMBERING OF SEATS: The board seats shall be numbered from one through nine and these number designations shall remain and determine year of election. Even numbered seats will be elected in even numbered years and odd numbered seats will be elected in odd numbered years.

Section 4 SPECIAL CIRCUMSTANCE: The first election of the board if in an even numbered year will elect odd numbered seats for one year or if in an odd numbered will elect even numbered seats for one year. Subsequent to this election, all seats will be elected to two year terms

- Section 5 METHOD OF ELELECTION: Elections shall be held at the annual general meeting. Candidates may be nominated from the floor or by prior written communication to the Board Secretary. If two candidates are nominated, election requires a majority vote of the membership present. If more than two candidates are nominated, a plurality of the vote will be sufficient.
- Section 6 IMPEACHMENT BY GENERAL MEMBERSHIP: Any Board member officer may be removed and replaced by a two-thirds (2/3) vote of a general or special meeting of the General Membership. Removal does require cause.
- Section 7 IMPEACHMENT BY BOARD: Any Board Member may be removed by unanimous written consent of all remaining Board Members if such removal is for cause which may include but not be limited to missing 3 or more regularly scheduled Board Meetings in one calendar year, conviction of a crime of moral turpitude, disruptive behavior at more than one regularly scheduled Board Meeting in one calendar year. In the event of removal by unanimous written consent, a Board Member may be barred from attending any regularly scheduled Board Meeting, but shall have the right to appeal his/her removal at any regularly scheduled General Membership meeting. If the General Membership overrides the Board's unanimous written consent, then the removed Board Member shall be reinstated for the remainder of his/her term and granted a one year extension of his/her term, unless the General Membership decides otherwise.

ARTICLE VII ADOPTION AND AMENDMENT OF THE BYLAWS

Section 1 ADOPTION OF THE BYLAWS: Initial Adoption of these bylaws shall require a two-thirds (2/3) vote of the directors present at a regularly scheduled Board of Director's meeting, and shall be ratified by a majority vote of the members present at the next regularly scheduled annual meeting.

Section 2 AMENDMENT OF THE BYLAWS: Amendments to the bylaws shall be voted on at any annual or special meeting after the members have been notified of all proposed amendments to the bylaws by a minimum of at least seven (7) days advance written, telephone or e-mail notice. Adoption of the amendments shall require a two thirds (2/3) vote of the members present at the meeting.