

BYLAWS OF THE
ROSEVILLE COALITION OF NEIGHBORHOOD ASSOCIATIONS

ARTICLE I
Definitions

Section 1. Name of Corporation. The name of this Corporation shall be the Roseville Coalition of Neighborhood Associations and shall be referred to herein as “RCONA”.

Section 2. Corporation is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 3. Location of Principal Office. The principal office of RCONA will be located at such place as the Board may from time to time designate by resolution within the City of Roseville, County of Placer, State of California.

Section 4. Fiscal Year. The Fiscal year for RCONA shall be the calendar year.

ARTICLE II
Specific Purpose

Section 1. Specific Purpose. The specific purpose for which RCONA is organized is to improve and/or maintain the quality of life within the City of Roseville by working with neighborhood associations to solve social, physical and economic problems; by facilitating communications within and between neighborhoods; by providing support to neighborhood associations and projects which raise the level of community participation by citizens; and by engaging in any lawful activity.

ARTICLE III
Membership

Section 1. Membership. Neighborhood associations within the City of Roseville, as recognized by RCONA, shall be eligible for membership.

- A. Neighborhood Associations may create their own bylaws, or they may adopt RCONA bylaws and enact standing rules as necessary. The RCONA Bylaws Committee shall review all Neighborhood Association bylaws and standing rules, and refer potential conflicts to the RCONA Board of Directors for resolution.

Section 2. Eligibility. The recognition criteria for neighborhood associations shall be as follows:

- A. The neighborhood association is organized in a process of its choice with a leader and at least four (4) additional members. Neighborhood Associations must designate a representative (at least eighteen (18) years of age) to the RCONA Board of Directors.
- B. Open Neighborhood Association meetings are to be held at least quarterly in or near the neighborhood and shall be openly publicized. Publication shall include, at a minimum, a posting of a notice of the meeting in a public place within the neighborhood at least seven (7) days prior to the meeting. This seven day notice requirement may be waived where meetings are regularly scheduled at the same place, time and date. Neighborhood Associations shall publish meetings with the best media available to the neighborhood, host elections, elect officers, publish minutes to neighborhood association members publicly (either on its own website or the tab under RCONA’s website).

- C. Association membership is open to any resident, property owner, business owner or their designee, and a representative of any nonprofit organization located within the neighborhood.
- D. An organization formed around a single issue shall not be recognized as a neighborhood association.
- E. In order for an organization to be recognized as a Neighborhood Association, it must notify an RCONA Neighborhood Organization Committee (NOC) member and have completed the activation items in the Policies and Procedures manual. Upon completion of the review by the RCONA NOC, the Neighborhood Association will be recommended for consideration at the next Board of Directors meeting.

Section 3. Neighborhood Association Designation. Neighborhoods Associations shall be determined on the basis of recognizable geographic boundaries and a common community of interest, to be determined by the RCONA Board of Directors and the appropriate Roseville City Representative(s).

Section 4. Annual Certification. Prior to the annual November nominations for officers, the Neighborhood Organization Committee shall certify to the RCONA Board of Directors that all Neighborhood Associations meet the criteria for recognition.

ARTICLE IV Board of Directors

Section 1. Membership. The number of member directors shall not be more than there are member neighborhood associations recognized by RCONA. One neighborhood director shall represent one neighborhood association. The Director eligible for membership in RCONA and to represent his/her neighborhood will be selected by and from his/her neighborhood association.

- A. Directors shall endeavor to promote the objectives of RCONA to the best of their ability. Each is expected to attend as many of the meetings as possible and, when called upon, to help in any other way asked of them.

Section 2. Terms of Office. Terms of office for each Director shall be for the length of one (1) year or until replaced by his/her Neighborhood Association. Each neighborhood shall appoint a representative and an alternate to serve on the Board of Directors by submitting a letter of appointment prior to the Board's October meeting. Any Director may be reappointed.

- A. If any elected or appointed Director is unable to serve or resigns, the President shall notify the represented association of the vacancy within ten (10) business days of the time the vacancy occurs.

Section 3. Removal. Any Director may be removed for just cause by a 2/3 vote of the Board of Directors in attendance at a meeting where a quorum as defined in Article VII, Section 4, is present. All Directors must be given ten (10) days written notice of the meeting's purpose and the specified charges. Removed Directors are not eligible for reinstatement for the remainder of their term.

- A. Just cause for removal includes, but is not limited to, misconduct and/or inactivity. Allegations shall be presented in writing by any Director, or the President, and the Board shall appoint a committee to consider the validity of the charges.
- B. Upon review of the allegations, the committee shall render its findings in writing to the Board of Directors forty-eight (48) hours prior to the Board of Directors meeting.

Section 4. Corporate Powers. All the corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be controlled by its Board of Directors.

ARTICLE V
Executive Board

Section 1. Members. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and three Members-at-Large who shall be elected from the Board of Directors.

Section 2. Terms of Office. All officers shall serve a term of one (1) year (January through December) if elected at the December elections or until replaced. Officers elected at special elections during the year shall serve to December 31 of the year elected. In either situation, elected officers may complete their terms of office even if they cease to represent their neighborhood association. Officers' duties shall be as described herein and in the RCONA Policies and procedures, and include service on the Executive Board. Members-at-Large vacancies may be filled by appointment by the President. The immediate past president may serve as an ex-officio on the Executive Board, in an advisory capacity only. The ex-officio does not have a vote as a Director unless s/he is designated as the active representative for his/her Neighborhood Association. Executive Board meetings are public meetings with the exception of a meeting called to address the conduct of a specific member.

Section 3. Roles and Responsibilities. The Executive Board's purpose is to handle administrative and operational duties on behalf of RCONA, e.g.

- a) plan and amend full membership agendas,
- b) receive progress reports from and approve actions of committees, c) set and prioritize fundraising actions and mission fulfilling actions, d) handle complex correspondence requiring all officers' input,
- e) review and assess needed administrative policies and procedures, and
- f) approve and set timeframes to bring issues before the full membership.

The Executive Board's performance is accountable to the full Board. Staff of the City of Roseville's Neighborhood Services Unit and Neighborhood Policing Unit serve as liaison to the Executive Board in order to facilitate securing presenters from City staff, addressing issues of mutual concern, and preparing and distributing agreed upon information and materials to others including the full membership.

Section 4. Executive Board Vacancies. Vacancies in any office shall be filled by election by the Board for the unexpired portion of the term. Any intent to fill these vacancies shall be placed on the agenda of a regularly scheduled Board meeting, providing all Directors with standard meeting notice.

Section 5. Order of Authority. The President shall preside at meetings of the Board and shall be the Chief Administrative Officer of the Board. The Vice-President shall, in the absence or incapacity of the President, exercise the power and duties of the President. The Secretary shall, in the absence or incapacity of the President and the Vice-President, exercise the powers and duties of the President. The Treasurer shall, in the absence or incapacity of the President, Vice-President, and Secretary, exercise the power and duties of the President.

Section 6. Election of Officers. Election of officers shall occur at the first meeting in December each year. If there are two (2) or more candidates for a position, the balloting shall be in writing; otherwise the ballot shall be a voice vote. A nominating committee shall have been elected by the Board at the October meeting and should submit a slate of candidates at the November meeting at which time nominations from the floor will be accepted.

Section 7. Removal. Any officer may be removed from office pursuant to Article IV Section 3 above.

Section 8. Quorum. A quorum shall be required and defined as a simple majority of the active Executive Board members.

ARTICLE VI
Duties

Section 1. President. The President shall preside at meetings of the Board and shall be the Chief Administrative Officer of the Board.

Section 2. Vice President. The Vice-President shall, in the absence or incapacity of the President, exercise the power and duties of the President.

Section 3. Secretary. The Secretary shall be custodian of the records of the Corporation and keep or have kept an accurate record of the activities of the Board, which shall be preserved and available for inspection by all members as outlined in the Policies and Procedures of RCONA. In the event the Secretary cannot attend a meeting, the President or the presiding officer at the meeting can appoint any Corporation member to fulfill the secretarial function until the Secretary returns.

Section 4. Treasurer. The Treasurer shall keep and maintain the financial records, ledgers, and bank account in accordance with accepted accounting practices as outlined in the Policies and Procedures of RCONA.

ARTICLE VII Meetings

Section 1. Board Meetings. Regular meetings shall be held monthly as designated by the Board.

Section 2. Special Meetings. Special meetings may be called by the President or at the request of any three (3) Board members. Notice of special meetings shall be given to each member not less than forty-eight (48) hours prior to the time of the meeting.

Section 3. Public/Confidential. All Board meetings shall be open to the public except those discussions related to confidential matters involving actions of an individual member, grievances, or of a possible legal nature.

Section 4. Quorum. One-third (1/3) of the currently active neighborhood association Directors holding office shall constitute a quorum for the transaction of business at any Board of Directors meeting. Neighborhood Association board members shall be notified if their representative or an alternate misses two (2) or more consecutive regular Board meetings and warned that its status shall be considered inactive if a representative misses a third consecutive regular Board meeting.

Section 5. Right to Vote. Each RCONA Board Director of a recognized neighborhood association is entitled to one vote. An alternate designated by the Neighborhood Association prior to the meeting is entitled to vote only in the absence of the neighborhood representative. No proxy votes shall be allowed.

Section 6. Voting. All questions and votes shall be decided by a majority of the votes cast at any meeting of the Board, except those where a two-thirds (2/3) vote is required.

Section 7. Rules of Order. Robert's Rules of Order, current edition, shall govern meetings of the Board and its committees except as otherwise provided in these bylaws.

ARTICLE VIII Committees

Section 1. Purpose. The Board shall create such committees as it deems necessary to carry out the work of RCONA.

Section 2. Eligibility. Any member of any recognized neighborhood association is eligible to serve on any committee of the Corporation.

Section 3. Chairperson. The Board shall designate the Chairperson of each committee.

Section 4. Standing Committee. The term of members of standing committees shall expire on December 31 unless reappointed.

Section 5. Special Committees. Members of all single task committees shall serve for one (1) year from the date of their appointment or until their successors have been appointed.

Section 6. Reports. All committees shall report to the Board at the regular monthly Board meeting and at such other times as required by the Board.

Section 7. Board Approval. Unless otherwise stated in an adopted procedure, all committee recommendations require Board approval before enactment.

Section 8. Member Removal. Any committee member may be removed from a committee pursuant to Article IV Section 3 above.

ARTICLE IX Advisory Council

Section 1. Purpose. RCONA shall establish an advisory council whose purpose is to provide assistance, expertise, advice, and perspective to the Corporation.

Section 2. Members. Membership on the advisory council shall be open to representatives of government and its departments, nonprofit organizations, and local businesses as selected by motion and majority vote of the Board.

Section 3. No Right to Vote. Members of the advisory council are non-voting participants.

ARTICLE X Grievance Procedures

Section 1. Mediation. Any individuals and/or groups associated with RCONA are encouraged to reconcile differences through one-on-one dialogue or mediation. Failing resolution through mediation, any such person who feels they have been adversely affected by an alleged violation of the RCONA Bylaws or decision of the Board may initiate a formal Grievance procedure.

Section 2. Grievance. A complainant shall submit a written Grievance to the President of the Board. The complaint must be submitted within thirty (30) days of the alleged Bylaws violation or adverse decision. Upon receipt of the Grievance, the President shall appoint a Grievance Review Panel (comprised of two volunteer Directors and one volunteer recognized Advisory member). The panel members shall select the chairperson and may set a time limit for the speakers.

Section 3. Public Hearing. The Panel will review the Grievance and set a public hearing date to be held within fourteen (14) days of receipt of the Grievance. The complainant shall be notified at least forty-eight (48) hours prior to this meeting. The complainant and all those who wish to present relevant comments will be given an opportunity to be heard at the hearing. Following the hearing, the Panel will confer and render its recommendation(s) in writing to the Board of Directors.

Section 4. Final Decision. The Panel's decision will be presented to the Board of Directors at the next regular Board meeting. A majority vote of the Board will be considered the final decision of the Board and entered in the Minutes.

ARTICLE XI Amendments

Section 1. Bylaws Amendment. These Bylaws may be amended by a two-thirds (2/3) vote of Directors present at any regular meeting of the Corporation. Any proposed change must be submitted to the Board at a regular meeting and may not be voted upon until the next regular meeting.

Section 2. Bylaws Committee. The Bylaws Committee shall ensure that the policies, procedures, and standing rules of RCONA are consistent with each other and are in compliance with current local, state and federal laws, regulations and contracts. The Bylaws Committee shall make an annual report to the Board and recommendations to the Board as necessary.

Section 3. Policies & Procedures Amendment. RCONA's Policies and Procedures may be amended by submitting a proposal to the appropriate committee for review. Following review and discussion, the committee chairperson will present the amendment for approval by a majority vote at the next regular Board meeting.

ARTICLE XII Political Activity

RCONA shall not officially or otherwise support or oppose any local, statewide, or federal candidate for appointed or elective office, initiative, referendum or recall measure. Nothing here shall prevent RCONA from addressing any governmental body or representative on local issues of interest provided that such participation does not involve an initiative, referendum, recall, or candidate for elective office. The intent of this article is to ensure RCONA does not become a political action committee and politically partisan organization.

Original bylaws Incorporated 2-28-97

Complete Review and Revisions where deemed, approved _July 18, 2011