

North Hills Community Association Bylaws
March 2015

ARTICLE I – NAME

Section 1: Name. The name of this organization is the North Hills Community Association (referred to below in the bylaws as the NHCA).

ARTICLE II – GEOGRAPHIC AREA

Section 1: Geographic Area. The geographic area of the NHCA includes the north Oakland Hills area, specifically defined by the following limits in Oakland, California:

- North: Berkeley City Border and the Contra Costa County Line
- East: Contra Costa County Line
- South: Thornhill Drive
- West: Highway 13

The NHCA also includes the Berkeley homes located adjacent to the Oakland boundary northeast of Tunnel Road.

ARTICLE III – MISSION

Section 1: Mission. The mission and purpose of the NHCA is to develop and sustain a community that is safe, beautiful and a welcoming place in which to live. The NHCA seeks to keep residents informed, and it promotes community involvement in local issues.

ARTICLE IV – MEMBERSHIP

Section 1: Membership. Adults (18 years of age and older) who physically reside or own property within the NHCA geographic area, as well as merchants and institutions whose places of business are physically situated within the NHCA geographic area, are considered members of the NHCA and eligible to participate in its meetings and activities.

Section 2: Membership Dues. The NHCA shall not impose mandatory fees on members, though it may implement a voluntary fees regimen. See Article XIII. The NHCA may request voluntary member donations from time to time and/or seek contributions from members and the public; however such requests for donations and contributions shall not constitute the imposition of fees.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors. The Board of Directors (hereafter referred to as the BoD) shall be composed of NHCA members, duly elected in accordance with these bylaws (see Article VII – BoD Yearly Elections). The size of the BoD may

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fluctuate from a minimum of four (4) members up to a maximum of twelve (12). The board membership will include five officers to be elected by the BoD in accordance with these bylaws (see Article VI – Determination of Officers, Section 2).

Section 2: Compensation. The BoD members shall receive no compensation, and shall not profit financially from any decisions made by the BoD. If a decision by the BoD would affect any BoD member financially, the member must recuse himself / herself from the vote.

Section 3: Authority of the BoD. The BoD shall constitute the governing body of NHCA. It shall set policy and perform activities that support the mission of the NHCA. It shall be responsive to the will of the membership.

Section 4: Quorum of the BoD. A quorum of the BoD shall be defined as a simple majority of current directors, one of whom must be the chair or acting chair, unless the board membership is seven or fewer, in which case, establishment of quorum shall require the presence of at least four BoD members, one of whom must be the chair or acting chair.

Section 5: Voting of the BoD. All BoD decisions shall be by majority vote. Each member of the BoD is entitled to one vote. Under normal circumstances, voting shall take place during regularly scheduled BoD meetings. When a particular issue cannot be resolved during a regularly scheduled BoD meeting (for example, because more information is necessary for a decision, or because the timeframe for action does not allow for an item's consideration during a regularly scheduled BoD meeting), written or email voting can be motioned and approved by a majority vote of the BoD. The results of electronic voting must be registered with the NHCA Secretary four days prior to the next BoD meeting and reported to the membership as part of the next regularly scheduled BoD meeting minutes.

Section 6: Meetings of the BoD. There are three types of meetings of the BoD:

1. Regular BoD Meeting: The BoD shall meet in regular meetings a minimum of six times per year at a regularly scheduled location and appropriately noticed date and time.
2. Executive Session (ES) BoD Meeting: The BoD can vote to hold a non-emergency ES for two situations: (a) advice of council to discuss current pending legal matters, or (b) to discuss the removal of a BoD member. The BoD may invite relevant individuals, not on the BoD, to attend an ES meeting as required, for consultation only. No final action can be taken by the BoD during an ES, only votes to create recommendations for the BoD's consideration. Any recommendations emerging from ES will be added to the agenda of a BoD meeting as action items. The BoD will ensure proper notification to the NHCA membership of such items.
3. Emergency (E) BoD Meeting: When there is an extreme emergency (fire, earthquake, etc.), an E BoD meeting can be called immediately, without prior notice to the

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membership; however, if notice can be given within 72 hours of the meeting, it should be done. An immediate post-meeting email announcement must be attempted to all the membership (if possible, given the emergency), and minutes of the E BoD meeting must be distributed to the membership within a week (or as soon as technically possible because of the emergency). Decisions made during an E BoD meeting must be added to the agenda of the next membership meeting, and be reviewed by the membership at that time.

With express permission by a vote of the BoD, BoD members can attend all types of BoD meetings via conference call.

Section 7: BoD Meeting Notification. BoD members shall be given at least five calendar days advance notice of regular BoD meetings, except in the case of an emergency. Notice for any BoD meeting shall be sent to the community by email. An E BoD meeting shall have at least 72 hours notice, if possible. All meeting notifications shall include a draft meeting agenda, names of invited guests as applicable, the location and time of the meeting. The notices should contain a call-in number, when requested by a member who cannot be physically at the meeting.

Section 8: Filling of Vacancies. A vacancy caused by failure of the NHCA to elect, or by the death, resignation, disqualification, or removal of any BoD member, may be filled by the vote of a majority of the BoD. All BoD members so elected by the BoD must be ratified by the NHCA membership at the next regular NHCA membership meeting. The BoD shall be responsible for gathering and recommending suitable candidates for review. A new BoD appointee will fill out the remainder of the term.

Section 9: Terms of Office. BoD members shall hold office for one year. If necessary, the term of office shall be extended beyond a year until a successor has been elected. BoD members may be re-elected to one or more terms.

ARTICLE VI – OFFICERS

Section 1: Five Officers. The five officers of the NHCA shall consist of a Chair, First and Second Vice-Chairs, Secretary, and Treasurer. (The Second Vice-Chair shall also serve as Chair of the NHCA Public Safety Committee.)

Section 2: Determination of Officers. At the first BoD meeting after the election, BoD members will select from their ranks individuals to serve in NHCA Officer positions for the coming board term. Selections will be by majority vote of the BoD. Exception: See “Article VII, Section 6 – Selection of the PSC Chair“ for an exception to this provision. A member of the BoD can serve a maximum of five years in one Officer position. If the need arises, a single NHCA board member may be chosen to fill more than one officer position at a time.

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Section 3: Maximum Term of Officers. A BoD member can serve a maximum of five consecutive years in one Officer position.

Section 4: Duties of the Chair.

- The Chair will set the agenda and chair all BoD meetings.
- The Chair will set the agenda and chair all NHCA membership meetings.
- The Chair shall appoint, under the direction and subject to the approval of the BoD, all BoD committee chairs.
- The Chair is an ex-officio member of all committees.
- The Chair prepares a yearly report to the NHCA membership on the accomplishments and challenges of the organization.

Section 5: Duties of the Two Vice-Chairs. The First Vice-Chair shall, in the absence of the Chair, exercise the duties of the Chair and shall assist the Chair. The Second Vice-Chair will serve as Chair of the Public Safety Committee and exercise the duties of the Chair, if the Chair and First Vice-Chair are not available.

Section 6: Duties of the Secretary. The Secretary shall be responsible for making certain that the records and minutes of the NHCA are properly maintained, and that minutes of meetings of both the BoD and the NHCA meetings are properly recorded and posted online in a timely manner. The Secretary shall maintain records of meeting attendance, and perform such other duties as may be assigned by the BoD.

Section 7: Duties of the Treasurer. The Treasurer shall be responsible for maintaining a record of the NHCA's financial affairs and the establishment of proper accounting procedures for the handling of the NHCA's funds. The Treasurer shall be responsible for keeping the NHCA's funds in such banks, trust companies, and/or investments as are approved by the BoD. The Treasurer shall report on the financial condition of the NHCA at all membership meetings and meetings of the BoD, and at other times when called upon by the Chair. The Treasurer shall create a budget for each fiscal year for review and approval by the BoD in the January BoD meeting. A transaction audit of the income and expenses for the preceding year will be performed annually by a member chosen by majority vote of the BoD.

ARTICLE VII – BoD YEARLY ELECTIONS

Section 1: Election at the NHCA Annual Meeting. NHCA BoD elections are typically held at the NHCA annual meeting in March, however the NHCA BoD may call special BoD elections at other times, should the need arise.

Section 2: Criteria for Candidates. A candidate for the BoD must be a member of the NHCA.

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Section 3: Nominations of Candidates. Candidates for BoD openings shall be nominated by the Nominations Committee and announced publicly thirty (30) days prior to the NHCA annual meeting. There may be more than one person nominated for each BoD opening.

Section 4: Nominations from the Floor. Nominations may be made from the floor at a membership meeting provided that the person nominating a candidate for the BoD from the floor present a petition signed by at least 10 NHCA members in support of the nomination.

Section 5: Election of Candidates. The election of BoD members shall be by a majority vote of the attending general membership at the March NHCA membership meeting.

Section 6: Selection of the PSC Chair. In accordance with Oakland City Council Resolution #79235, members attending the March NHCA membership meeting shall also elect by majority vote a BoD member to serve as 2nd Vice Chair / Chair of the Public Safety Committee.

ARTICLE VIII – COMMITTEES

Section 1: Committees. The BoD, by majority vote, may establish standing or ad-hoc committees that will advance the mission the NHCA. The following standing committees are required by these bylaws:

- Membership Committee
- Nominations Committee
- Public Safety Committee

Section 2: Committee Chairs. The chair of each committee shall recruit members and carry out the functions of the committee, and shall report to the BoD regularly, as defined by the BoD. The committee chair or a representative designated by the committee chair shall make this report to the BoD either in person or in writing.

ARTICLE IX – PUBLIC SAFETY COMMITTEE

Section 1: Charter of the Public Safety Committee. The Public Safety Committee (PSC) is charged to act as a liaison with representative(s) from Oakland or Berkeley Police Departments and the Oakland’s Neighborhood Services Division and with communicating priorities in the area of crime prevention and other city services, such as the Citizens of Oakland Respond to Emergencies (CORE) program, as identified by the BoD. Decisions of the PSC are considered final within the scope of its charter and this committee shall report to the BoD on a regular basis.

Section 2: PSC Meetings. The PSC shall meet at a regular, published time and in a public

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place. Its meetings shall be announced to the membership of the organization.

ARTICLE X – NOMINATIONS COMMITTEE

Section 1: Charter of the Nominations Committee. The Nominations Committee (NC) shall create a slate of qualified candidates for election at the NHCA annual membership meeting. The NC will solicit nominations from the membership and review the qualifications of potential candidates.

Section 2: Composition of the NC. The NC shall be chaired by a member of the BoD and include at least two additional members of the NHCA. Membership in the NC shall be confirmed by a majority vote of the BoD.

ARTICLE XI – MEMBERSHIP COMMITTEE

Section 1: Charter of the Membership Committee. The Membership Committee (MC) is responsible for keeping any membership records and mailing lists that the BoD determines appropriate and for communicating with members and involving members in the activities of the NHCA.

ARTICLE XII – MEMBERSHIP MEETINGS

Section 1: Membership Meetings. The BoD shall schedule at least one general membership meeting per year open to all NHCA members.

Section 2: Quorum of Members. A quorum of the members at a membership meeting shall consist of at least twenty (20) members.

Section 3: Quorum Not Achieved. In the event a quorum is not achieved at an NHCA general membership meeting, as defined in Section 2 above, BoD elections will not be allowed to proceed. In such an instance, the NHCA board shall call for an emergency meeting of the NHCA general membership to take place in not more than 45 days hence. At that time, the BoD elections will be held. In the event a quorum is not achieved at the emergency meeting of the NHCA general membership, the NHCA BoD will consider a motion recommending dissolution of the NHCA.

Section 4: Voting Members. Each member of the NHCA has one vote at a membership meeting.

ARTICLE XIII – MEMBERSHIP FEES

Section 1: Fees. The NHCA BoD may explore the topic of voluntary membership fees for NHCA.

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Section 2: Ratification. Any recommendations associated with membership fees shall be approved by the membership at the next membership meeting before taking effect.

ARTICLE XIV – MISCELLANEOUS

Section 1: Privacy Policy. The NHCA shall use contact information provided by members and others solely for the purpose of the organization’s business. It will never release information about its members to third parties for any purpose without the express permission of the member.

Section 2: Parliamentary Procedure. The procedure and order of all meetings shall be conducted in a manner determined by their chairs, subject to immediate change by a majority vote of members present. Roberts Rules may be used by the Chair as a guide for appropriate resolution of any issue.

Section 3: Contributions. Financial contributions may be solicited and made in the course of normal expenditures for purposes in keeping with the mission statement of the organization and as approved by the majority vote of the BoD. Unless there is a declared emergency by the BoD (major fire, earthquake, etc.), all outgoing contributions from NHCA over \$250.00 must be approved by the membership as a whole. In the case of a declared emergency, the BoD must advise the membership immediately of expenditures over \$250.00, and add an agenda item for the next membership meeting to discuss the expenditures.

Section 4: Legal Action. Membership meetings must be held for any decision which involves filing of a legal action against another entity or individual.

Section 5: Required Bylaws Revisions. The BoD shall have the authority to make certain bylaw revisions that are required by state or federal law in order to maintain the organization’s non-profit status, and such bylaw revisions must be presented to the membership within 30 days. A majority membership ratification vote must be taken at the next membership meeting.

Section 6: General Bylaws Revisions. A majority vote by the BoD must be held to propose general bylaws revisions to the NHCA membership. The NHCA bylaws are revised by a majority vote of the membership at a membership meeting. Proposed bylaws revisions presented to the membership must be published a minimum of thirty (30) days prior to the membership meeting.

Section 7: Form of Organization. This organization is a nonprofit public benefit organization and is not organized for the private gain of any person. The property of the organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or private

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person. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the organization shall not participate or intervene in any political campaign including the publishing or distribution or statement on behalf of any individual candidate for public office. The NHCA is organized as a non-profit association with an IRS tax-exempt status under 501(c) 3 regulations.

Section 8: Dissolution. In the event of NHCA insolvency, lack of community support, or inability to establish and maintain minimum board membership per Article V, Section 1, the board may consider a motion of dissolution. If the board votes in favor of dissolution, a general announcement so indicating shall be made to NHCA members via the NHCA Announcements list-serve. The general announcement shall provide notice of an emergency meeting of the NHCA general membership not more than 45 days hence to discuss the BoD's dissolution recommendation.

At the emergency meeting of the NHCA general membership, the BoD shall place before the general membership a motion recommending dissolution. If the general membership attending such emergency meeting rejects the BoD's recommendation of dissolution, it shall be incumbent on those attending to demonstrate how the NHCA will be able to continue operations in accordance with these bylaws. If those attending are unable to do so, the organization shall be considered dissolved.

Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under IRS Section 501(c)(3).

Section 9: Definition of Fiscal Year. The organization's fiscal year is defined as January 1st to December 31st of each year.

Section 10: Removal of BoD Members from Office. A member of the BoD may be removed from the BoD by a majority vote of the BoD for cause. Among other things, conviction of a felony, misconduct, incompetence, inattention to or inability to perform duties, and absence from (3) consecutive regular BoD meetings without approval by the Chair (or Vice-Chair if the Chair is to be removed), shall constitute cause for removal. Any BoD member who is a candidate for removal must receive the benefit of an initial BoD discussion in a BoD Executive Session Meeting. A public majority vote of the BoD to proceed must be taken to set the following procedure in motion:

- Thirty days' notice is given in writing to the BoD member in advance of a vote to remove that member. The member in question can communicate with the BoD for ten days in an effort to stop the procedure.

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- The Chair determines if the process will continue twenty days before the BoD meeting to remove the member.
- Fifteen days' notice is required for the meeting agenda (where there is a vote to remove a BoD member) to be distributed to the NHCA membership. The agenda must contain an agenda item clearly indicating the removal of a BoD member, with the name of the BoD member to be removed.
- In the absence of cause, no Board member may be removed prior to the expiration of their term. The vote to remove a member excludes a vote from the member to be removed. A quorum for such a vote must exist without counting the member to be removed.
- The majority vote to remove a BoD must be done by name, and the results of the vote published in the minutes of the meeting.

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These bylaws reflect amendments adopted by a voice vote of the NHCA membership at its annual meeting on March 19, 2015. So certify I, Christopher Johnson, NHCA secretary.