

BYLAWS
of the
SIERRA CURTIS NEIGHBORHOOD ASSOCIATION

A California Nonprofit Public Benefit Corporation

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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 organization shall be the Sierra Curtis Neighborhood Association (“SCNA”).

Section 2: Neighborhood Boundaries

The Sierra Curtis Neighborhood Association is bounded on the east by Highway 99, on the north by X Street, on the west by the Union Pacific Railroad, 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. Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law. The Board may adopt policies and procedures for the admission of members for the purpose of encouraging

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engagement on topics that impact the quality of life of the Sierra Curtis Neighborhood. Such members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

Section 2. Membership Types and Qualifications

There shall be Resident membership and Associate membership in SCNA for purposes of supporting an engaged neighborhood.

Section 2a: Resident Membership

Resident membership shall be divided into two classes: Individual and Household.

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

Resident membership occurs when requisite dues are paid, in turn for which a Resident may vote on topics included in the annual SCNA meeting or any special meeting called by the Board of Directors to update and inform residents and/or request their input on matters important to the neighborhood and its quality of life.

Section 2b: Associate Membership

Associate membership shall consist of one class: Friend of the Sierra 2 Center. Associate membership is open to any interested party 18 years of age or older willing to pay requisite dues to belong to the Sierra 2 community

Section 3. Rights and Privileges

A. Voting Rights at Membership Meetings

Individual 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. Household Resident members are entitled to have two (2) persons living in the household vote at any meeting 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.

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.

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Section 4. Dues

A. Resident Members

Resident Members shall pay dues as fixed from time to time by a majority vote of the Board.

B. Associate Members

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

Section 5. 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.

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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

Subject to the provisions of the Articles of Incorporation of the Corporation, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

The Board of Directors shall determine the policies and activities of SCNA. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the California Corporations Code, the California Corporations Code will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the organization, these Bylaws will be controlling. 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 Members, Officers, 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.
- C.** Review, update, and approve the organization's strategic plan.
- D.** Approve SCNA's annual plan and budget.
- E.** Authorize committees of the Association.
- F.** Hire, support, evaluate, and determine the terms of the Executive Director's tenure.

Section 3. Number, Qualifications, and Term of Directors

The authorized number of directors of SCNA shall be not less than 7 and more than 23; the exact number to be fixed, within these limits, by resolution of the Board. Any Resident or Associate member is eligible to be elected or appointed

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as Director. Directors shall be elected for a term of three (3) years on a rolling basis, with one-third of the Directors' terms expiring each year for a staggered timeline that ensures continuity within the Board of Directors. Terms shall begin at time of election or appointment.

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 as well as other demographic elements that serve the interests of the organization. SCNA members may submit names for consideration by the Ad Hoc Nominations Committee so long as submissions are provided in writing.

B. Voting

The Board of Directors shall elect Directors during any scheduled, properly noticed regular meeting of the Board. Election of Directors may take place throughout the year as a means for maintaining a full and active Board.

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 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

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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 at least eight (8) regular meetings each year. 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.

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 Directors present at a regular or special meeting of the Board so long as a quorum has been established.

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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. Officers serve a term of one year.

A. Election

The officers of SCNA shall be elected by the Board annually during a Board meeting.

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.

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

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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.

ARTICLE VI: COMMITTEES

Section 1. General

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Committees of the Board, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- i. approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- ii. fill vacancies on the Board or in any Committee which has the authority of the Board;
- iii. fix compensation of the Directors for serving on the Board or on any Committee;
- iv. amend or repeal Bylaws or adopt new Bylaws;
- v. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- vi. appoint any other Committees or the members of these Committees;
- vii. expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- viii. approve any transaction between the Corporation and one or more of its Directors or between the Corporation and any entity in which one or more of its Directors have a material financial interest.

A. Committee Service

Each Director shall serve on at least one committee of the Board.

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

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shall be made on the basis of Board member interest balanced with committee staffing requirements.

C. 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. Advisory Committees

Given that SCNA engages in numerous important activities on a continuing or recurring basis, the Board of Directors may establish Advisory Committees to organize and oversee program offerings. Membership to these committees is open to Board members, Sierra Curtis residents, and interested members of the general public. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE VII: 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.

B. Financial Review

Authorize and cause to have conducted a financial review by an outside firm according to the Board's policies and procedures 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. These include facilities management, event management, tenant management, contract management, and personnel policies, procedures, and performance.

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ARTICLE VIII: GENERAL PROVISIONS

Section 1. Commercial Paper

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness greater than ten thousand dollars (\$10,000) issued in the name of SCNA, shall be signed by at least two (2) signatories designated by the Board, with the exceptions Board approved expenses such as utilities, taxes, etc.

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. Contracts valued less than \$10,000 per year may be executed by the Executive Director; contracts valued over \$10,000 per year must be signed by an authorized Board member.

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. Any member may:

- i. Inspect the accounting books and records and minutes of the proceedings of the meetings of the members or the Board.
- ii. Inspect the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
- iii. 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.

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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.

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 organization 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 organization as may protect them against any liability asserted against them in such capacity, whether or not this organization would have the power to indemnify such person under applicable law.

ARTICLE IX: 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).

