

## NOTICE TO BOARD OF DIRECTORS OF INTENT TO AMEND SCNA BYLAWS

The Bylaws Revision Committee presented to the SCNA Board of Directors at the September 4, 2024, meeting proposed amendments to the September 15, 2020, Bylaws. Last modified in 2020 and other times over the years since SCNA's founding, this was the first comprehensive review in several years. The Board asked the Committee to recommend amendments to conform the Bylaws, which govern and regulate the operations of the Board, to current Board procedure as well as to consider other changes that might be appropriate.

The Committee presented the proposal to the Board on September 4, 2024, in a Power Point presentation explaining the proposed amendments with strike-out and amended copies of the Bylaws provided. The Committee has worked in cooperation with the Board, staff and others in preparing this proposal and has accepted several added changes recommended by the Board Directors after the September 4 meeting. These changes are described below in brackets.

The Bylaws Committee intends to present these proposed amendments for Board approval at our next regularly scheduled meeting on October 2, 2024, and is providing this notice in compliance with Article XI. Amendment of the Bylaws, Section 2. Powers of Directors of the September 15, 2020, Bylaws. Section 2 requires ten (10) days written or published notice to all members that shall include copies of the proposed amendments. It also requires a two-thirds(2/3) vote by the attending Board members.

Several of these proposed amendments will impact SCNA member voting rights and change the number of Directors. These amendments will be presented at the December annual meeting for a vote of the membership as required (Article XI. Section 1. Power of Members). These provisions are identified below.

John Bailey, SCNA President

[Link to September 15, 2020, Bylaws as proposed to be amended](#)

Highlights of proposed substantive changes include the following :

### **Article II: Purpose**

- Wording changed to conform to SCNA Articles of Incorporation.  
[Added a phrase to conform per Director suggestion after 9-4-24 Board meeting]

### **Article III: Membership**

- Section 2 A: Voting Rights – Resident members must pay their dues at least 72 hours prior to any vote of the membership. (Membership vote required.)
- Section 2 B: Participation in Board Meetings – Rules for membership participation in Board meetings are proposed for amendment and re-adoption.
- Section 3 A: Resident Members – Hardship membership dues shall now be \$10.
- Section 4 B: Regular Membership Meetings – May be noticed by electronic means.
- Section 4 C: Special Membership Meetings – May be called at any time by a majority vote of the Board.

### **Article IV: Board of Directors**

- Section 3: Number, Qualifications and Term of Directors – There shall be a maximum of 15 (down from 23) Directors; 8 Directors elected in even years and 7 in odd years. The Board shall devise a plan for reducing the size. (Membership vote required.)
- Section 4 A: Nominations – The Board (rather than the Executive Committee) shall form the Nominations Committee of 3 to 5 Directors (rather than 3) that will present a slate of prospective Directors one month prior to last regularly scheduled board meeting of the fiscal year; floor or self-nominees must be members in good standing three months prior to the membership meeting or have two members vouch for their candidacy. (Membership vote required.)
- Section 4 B: Voting – Members unable to attend the annual election meeting may obtain an absentee ballot fourteen days prior from the SCNA office. (Membership vote required) [3 days extended to 14 days per Director suggestion after 9-4-24 Board meeting]
- Section 5 B: Filling Vacancies – The Board would be given discretion to fill Director vacancies rather than being required to do so. (Membership vote required.) [Clarifies that Nominations Committee nominates candidates to fill vacancies if the Board votes to fill them per Director suggestion after 9-4-24 Board meeting]
- Section 6 B: Meetings Held Electronically – Board meetings may be held electronically with stipulated requirements for Director participation.
- Section 6 C: Special Meetings – May be noticed by electronic means.
- Section 8 B: Removal of Directors by Board – Any Director or officer may be removed for cause, as defined, by vote of 2/3 of the Directors at a regular or special meeting and written notice. Director to be removed may address the Board. (Membership vote required.) [Clarifies that notice must include reason for proposed removal per Director suggestion after 9-4-24 Board meeting]

## NON-SUBSTANTIVE STYLE CHANGES 2024 BYLAWS REVISION

The following provisions contain recommended non-substantive style changes.

Changes include the following: Associate Members to Associate members; Resident Membership and Lifetime Membership to Resident membership and Lifetime membership; Board of Directors to Board; Member of the Board to Director of the Board; references to his or her to “officer” or “officers”; references to he or she to “President”, “Vice President”; “Secretary”; or “Treasurer”; correcting a reference (Art. IV. Sec. 2. B.); restructuring a sentence (Art. V. Sec. 2. A.); Board Director to Director; and the Association to SCNA.

Article III. Membership . Section 1. Membership Types and Qualifications. Section 3. Dues. B. Associate members. C. Payment of Dues.

Article IV. Board of Directors. Section 5. Vacancies. A. Definition

Article V. Officers and Executive Committee. Section 1. Officers and Terms of Office. A. Election. Section 2. Duties of Officers. A. President. B. Vice President. C. Secretary. D. Treasurer.

Article VII. Executive Director and Staff.

Article VIII. Financial and Operations Review. Section 2. General Review Provisions. C. Operational Review.

Article IX. General Provisions. Section 2. Contracts. Section 5. Liability, Indemnification, and Insurance. C. Insurance.

Article XII. Amendment of the Bylaws. Section 2. Power of Directors.

# SCNA Online Meeting Rules and Expectations

2024/09/04

## 1. Switch on your camera

We are all neighbors in the real world; it is no different in the online world. We may sometimes feel uncomfortable showing our backgrounds. If that's the case, you can use a virtual or blurred background.

## 2. Mute your microphone when you're not speaking

The golden rule of online meetings is that everyone mutes their microphone whenever they are not speaking. Turn it on only when you need to talk. When you turn the microphone on, wait for a second or two before you start (remember that the Internet also carries a slight delay in traffic.) Also, be tolerant to pauses when engaging others.

## 3. Don't meet and drive

Both for safety reasons and in order to give our neighbors (and the meeting agenda) our full attention, we do not attend meetings while in control of a vehicle. In general, please keep multitasking to a minimum while attending meetings, as you would when attending in person.

## 4. Raise your hand

In a face-to-face environment, it is easy to notice when a participant would like to speak – from a raised hand, to facial expressions, and murmurings. In the online room, it's sometimes difficult to get noticed. Talking over someone leads to chaos in a virtual room, and our in-room conferencing system has difficulty picking up multiple people speaking at the same time.

## 5. Respect the host

In an online meeting, while protocol and other societal rules need to be observed, the role of the host or moderator needs to be respected too. In most cases, it's the host who has the last word, as the "conductor" of the meeting.

## 6. Chat will be disabled

Our meetings use parliamentary procedure outlined in Robert's "Rules of Order" in order to ensure we're able to balance giving Directors a voice with accomplishing the work on the meeting agendas. According to The Rules, personal remarks or side discussions during debate are out of order. Only one question at a time may be considered, and only one person may have the floor at any one time. Disabling in-meeting chat is therefore needed for an orderly meeting.

#### **Article V. Officers and Executive Committee**

- Section 1B: Removal and Resignation-Clarifies that removal of an officer by the Directors is from office, from the Board. [Director suggested this clarification after 9-4-24 Board meeting]
- Section 3: Executive Committee-Board has “ultimate direction” over “powers, actions, and affairs of SCNA” so providing for “ratification” by Board of Executive Committee actions is redundant.

#### **Article VI: Committees**

- Section 1A: Committee Service and Composition- Clarifies that Directors serve on at least 2 committees.
- Section 3: Principal Committees – Deletes Heritage Committee that is no longer operating.
- Section 4: Ad Hoc Committees-Clarifies that the Board, not members, may create ad hoc committees.

#### **Article VIII: Financial and Operations Review**

- Section 2A: Strategic and Annual Plans – Requires Board to develop and approve a strategic plan as often as appropriate and to review the plan annually to ensure compliance with goals and objectives. Eliminates 5-year requirement.

#### **Article IX General Provisions**

- Section 3 A, B and C: Books, Records, and Reports – Recordkeeping requirements restated tracking the Corporations Code; old language deleted.
- Section 3 B: Rights of Members to Review Documents - Language restated and reordered for clarity; to increase safeguards to determine if record requests are appropriate, both Executive Director and Executive Committee will be involved in the process.

NON-SUBSTANTIVE STYLE CHANGES AND VISITOR AND ONLINE MEETING GUIDELINES ARE INCLUDED IN THE BOARD PACKET.

## **SCNA/Sierra 2 Board Meeting**

### **Visitor & Speaker Guidelines**

The SCNA/Sierra2 Board of Directors welcomes individuals to attend the monthly meeting held on the 1<sup>st</sup> Wednesday of the month. **Please check the website for meeting information.** Please note the Board follows Roberts Rules of Order for all procedures as our guiding principles for inclusion and effective meetings.

All visitors are asked to be respectful of the following guidelines:

- Visitors who wish to speak are required to sign in (see below) and will be called to speak by the Chair.
- Speakers will be called in order signed in. Each speaker will be limited to 2 minutes.
- Comments should be brief, clear, and concise, not repetitive.
- Comments should be addressed to the Chair, addressing an agenda or new item. **Please note the board need not respond to comments.**
- Only one person may speak at a time. Please refrain from interrupting the person speaking.
- Use common conversational courtesy and appropriate language.
- Personal remarks are always out of order. Do not use name calling or personal attacks.
- Please respect other speakers' comments, interests, and opinions. No cross debate or third-party discussions are permitted.
- The Chair will manage the discussion and may intervene as needed.
- **The Chair may caution a disruptive visitor and ask them to leave the meeting if deemed necessary.**

Thank you for your continued interest and support of the Sierra Curtis Neighborhood Association.

### **PLEASE SIGN IN BELOW**

**Please mark yes if you would like to speak and no if you are just here to listen.**

<b>Planning on Speaking?</b>	<b>Name</b>	<b>Email</b>
Yes    No		
Yes    No		
Yes    No		
Yes    No		