



South Cirby Neighborhood Association
Member of Roseville Coalition of Neighborhood Associations (RCONA)

SOUTH CIRBY NEIGHBORHOOD ASSOCIATION OF RCONA BYLAWS

ARTICLE I – NAME

The name of this organization shall be the **South Cirby Neighborhood Association** hereinafter referred to as the Association or NA.

ARTICLE II – PURPOSE

The purpose for which the Association is organized is to maintain and/or improve the quality of life within our neighborhood and community by working together to solve social, physical, crime and other problems; by facilitating communication between neighbors; by working to increase the level of neighborhood and community participation; and by engaging in any lawful activity in support of those goals.

ARTICLE III – OBJECTIVES

The objectives of the Association are to:

- A. Represent and advance the interests of the neighborhood as determined in a democratic process.
- B. Keep the neighborhood informed of vital issues by appropriate communications and meetings.
- C. Promote a safe neighborhood.
- D. Cooperate with other neighborhoods within the community by working with the Roseville Coalition of Neighborhood Associations.

ARTICLE IV – NA MEMBERSHIP

Membership in the Association shall be open to any resident who lives or owns property within the **South Cirby** of RCONA boundaries. Membership is also open to anyone over the age of 18 years who owns or is employed by a business located within the **South Cirby** boundaries. Only one representative per business may hold membership at any given time.

ARTICLE V – VOTING

SECTION 1 – General Meetings

Members of the Association present at any general membership meeting shall be entitled to one vote per developed lot or business on each matter submitted to a vote of the membership. A business within a residence does not have a separate vote. Each business within a single commercial development established for multiple individual businesses on site may be entitled to a separate vote. A multiple dwelling rental or owned facility shall be considered one developed lot and entitled to only up to two votes—one per owner or management team and one for its collective tenants. The facility residents may elect one representative to run for election to the NA Board.

SECTION 2 – NA Board Meetings

Only voting members of the Board shall be entitled to vote at NA Board meetings.

SECTION 3 – Quorum

A. A Quorum as defined here shall be necessary for the transaction of all Association business.

B. General Association Meetings: Four (4) voting members of the Association are required to be present to constitute a quorum for general association meetings. [Minimum number should be at least equal to the number of board members.]

C. Board Meetings: A quorum is defined as having present a majority of the voting members of the Board.

ARTICLE VI – MEETINGS AND ORGANIZATION

SECTION 1 – Neighborhood Meetings

Neighborhood Associations shall conduct one (1) General Annual Election Meeting to be held each year in September or early October. Other General Meetings and/or events may be held at other times as may be scheduled by the NA Board. Open Neighborhood Association Board meetings are to be held at least quarterly. Both General Meetings and NA board meetings are considered open to the public; special meetings should be set where an item of a confidential personal nature must be discussed.

A. All open NA General or Board meetings are to be held at public locations 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, and publish minutes within 10 days after approval to neighborhood association members publicly [See ART. VIII Sec. 1(C)] either within RCONA's NA websites or on its own independent website.

SECTION 2 – Special Meetings

Special meetings of the NA Board or Association may be called by the president or any three (3) board members providing at least 48 hours of notice is given to all Association members by any manner that ensures notification is made to all members within the 48-hour time frame, to include, but not limited to flyer, newsletter, all dedicated NA social media, e-mail, telephone call, direct mail, or direct person to person word of mouth.

SECTION 3 – Membership Rights

The privilege of holding office, submitting agenda items, and voting shall be limited to the members of the Neighborhood Association.

SECTION 4 – Fiscal Year

The fiscal year of the Association shall run from January to December.

ARTICLE VII – NA BOARD OF DIRECTORS

SECTION 1 – Number and Tenure

The Board of Directors shall consist of at least four (4), and no more than nine (9) members including the officers set forth in Article VIII. Voting members of the Board shall be as specified herewith: elected Officers, Members-At-Large, RCONA Representatives or as otherwise specified herein: none.

SECTION 2 – General Powers

The Board shall manage the affairs of the Association and shall have full authority to set policy and speak on behalf of and as authorized by the Neighborhood Association Board. At NA Board meetings, only NA board members have the privilege of making motions and voting.

SECTION 3 – Vacancies

Except for the office of president, any vacancy occurring in the Board shall be filled by the Board for the balance of the unexpired portion of the term. A vacancy may be assumed to exist whenever a Board member misses three (3) consecutive Board meetings without prior notification to the Board or immediately following the Board meeting. A meeting, for the purposes of this section shall be defined as a Board or general membership meeting for which the member had at least seven (7) days prior notice. A vacancy in the office of president shall be filled by the vice-president.

ARTICLE VIII – BOARD POSITIONS and DUTIES

SECTION 1 – Positions and Duties

A. President

The president is the executive officer of the Association and shall prepare agendas for and preside at all meetings of the Board and the Association, appoint and be an ex-officio member of all committees, enforce these bylaws, sign all contracts, and co-sign all checks drawn on the account of the Association. The president shall have the right to approve all statements made on behalf of the Association.

B. Vice-President

The vice-president shall fulfill the duties of the president in the president's absence or departure, co-sign checks drawn on Association accounts, and shall have other duties as delegated.

C. Secretary

The Secretary shall be responsible for keeping an accurate record of all business conducted at meetings of the Association, keep and update these bylaws, and prepare ballots for Association elections. Meeting minutes should always include the names of attendees, the beginning and ending balance and list of expenditures of the Association's checking account since the last reporting and all motions that were voted upon. Meeting minutes should be distributed to the Board of Directors within a reasonable time frame (not to exceed two weeks following the meeting) for review. Although it is not required that NA minutes be publicly posted, it is highly recommended. Any member has a right to examine the minutes of the society at a reasonable time and place, but this privilege must not be abused to the annoyance of the secretary. Minutes of a confidential nature and committees are accessible to members of the boards or committees but to no others.

D. Treasurer

The treasurer shall be responsible for Association monies, shall keep an accurate record of receipts and expenditures, shall ensure every check has two authorized signatures and can sign checks drawn on the account of the Association. Expenditures must be approved by a majority vote of the Board of Directors.

E. Member-at-Large

Members-at-Large (MAL) sit as members of the NA Board. In addition to the officers, they perform such duties as the bylaws may require and have the privileges to make motions and vote.

F. RCONA Representative

One NA board member shall be designated as the RCONA Neighborhood Representative (NA Rep) from his/her Association. This is not a separate position, but rather an additional 'responsibility' that may be bestowed to any officer or MAL of the current NA Board. The NA Rep shall act as liaison between his/her Association and RCONA, promote the objectives of RCONA to the best of his/her abilities, and when called upon, to help in any other way asked of them. An NA may also have a pre-designated Alternate RCONA NA Rep declared on its active roster—this Alternate could act with voting authority at RCONA meetings in the absence of the regular RCONA NA Rep.

SECTION 2 – Nominations & Elections

A. Nominations for Office

The Board will receive nominations and prepare a slate of nominees no less than fourteen (14) days prior to the meeting. Any member in good standing who has submitted a statement of interest to the Board within the announced time frame shall be included in the ballot. If there are only as many candidates as there are maximum positions on the board or less, the Board may agree to dispense with a ballot and do a voice vote. [Sample election procedures and forms to assist with NA elections are available on the RCONA website for reference.]

B. Elections

Board members shall be elected by the Association members present at the Annual Election Meeting, and shall each serve a one (1) year term. The general membership would elect the Board members at the general meeting; the elected Board members would then select the officers immediately at the close of the general meeting. The secretary shall prepare a written ballot for use at the Annual Meeting. Per Article V, only one vote per developed lot or business is usually allowed. This section allows only those present at the Annual Meeting to vote.

SECTION 3 – Removal from Office

Following a thorough investigation pursuant to the RCONA Disciplinary Procedures, any NA Board member may be removed from office for cause at any meeting (this portion of proceedings to be held in closed confidential session, all public removed) by a two-thirds vote of the Board providing that notice has been furnished to the officer/member and to all other Board members prior to the meeting as required under the RCONA Disciplinary Procedures. A Board of five (5) members will require a vote of three (3) to form a majority. The two-thirds majority requirement will be adjusted by rounding up to the nearest whole number based on the total numbers of voting Board members.

ARTICLE IX – ASSOCIATION COMMITTEES

SECTION 1 – Purpose & Eligibility

An NA Board may create such committees as it deems necessary to carry out the work of its association. Any member of the Association is eligible to serve on any committee of the Association; however only NA Board members are eligible to be chairpersons of committees.

SECTION 2 – Standing Committees

Standing Committees are those Committees with ongoing yearly business for the Association, such as the Fundraising, Activities, Bylaws Review and Nominations Committees. Members and chairpersons should be elected at the January NA Board meeting. The term of the members shall expire on December 31 unless reappointed.

SECTION 3 – Special Committees

Members of all single task committees shall serve for one (1) year from the date of their appointment and at such other times as required by the NA Board.

SECTION 4 – Reports and Approval

All committees shall report to the NA Board at the regularly scheduled NA Board meetings and at such other times as required by the Board. Unless otherwise stated in an adopted procedure, all committee recommendations require NA Board approval before enactment.

SECTION 5 – Member Removal

Any committee member may be removed from a committee pursuant to Article VIII, Section 3 above.

ARTICLE X – CONFLICT OF INTEREST

SECTION 1 – Definition

A conflict of interest exists for an Association member or a Board member whenever that person holds a personal financial interest which will be impacted by the action or inaction by the Association on a proposal before the membership or Board. Examples of a personal financial interest would include ownership, plans to purchase or involvement in a transaction to buy or sell property the use or control of which is under discussion by the Association or its Board of Directors. In addition, a conflict of interest exists when the member's loyalties or actions are divided between the interests of the Association and those of another. Both the fact and the appearance of a conflict of interest must be avoided.

SECTION 2 – Declaring the Conflict of Interest

Whenever a member or Board member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (Association or Board) hearing the proposal that the conflict of interest exists.

SECTION 3 – Abstention from Voting

Members or Board members shall not vote on matters in which they have a conflict of interest.

ARTICLE XI – GRIEVANCE PROCEDURES

The standard Grievance Procedures herein pertain to matters not of a confidential nature (matters not subject to the potential removal of an NA Board member). However, where the matter at issue involves the misconduct and/or inactivity of an NA Board member and may potentially result in the removal of the member(s), the matter should proceed under the RCONA Disciplinary Procedure and maintained in strictest confidence.

SECTION 1 – Eligibility to File a Grievance

A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to the President of the Association. Said complaint must be submitted within thirty (30) days of the decision or policy being made.

SECTION 2 – Complaint Process

Within thirty (30) days following the receipt of a complaint, the President shall arrange with the petitioner, a mutually acceptable time and place for a review of the complaint by the Board. The Board will make a good faith effort to resolve the complaint with the petitioner.

SECTION 3 – Final Resolution

Following presentation of the grievance and discussion before the Board, a vote of the Board will be held. The majority decision of that vote will be the final decision without prejudice (see RCONA Appeal Procedure) and shall be so entered in the minutes of the meeting.

ARTICLE XII – NON-DISCRIMINATION

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIII – POLITICAL ACTIVITY

The Association shall not officially support or oppose any local or statewide candidate for elective office, initiative, referendum or recall measure, either before or after such candidate or measure has qualified for the ballot. Nothing in the foregoing shall prevent the Association from participating in city council, commission, or board proceedings on local issues of interest.

Under the Internal Revenue Code, all section 501(c)(3) organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elected public office. This includes funds or public statements of position made on behalf of RCONA. Certain voter education activities conducted in a non-partisan manner, including public forums, do not constitute campaign activity.

ARTICLE XIV – AMENDMENT OF BYLAWS

These bylaws may be amended at any General or Special meeting of the neighborhood association by a two-thirds vote of the members in attendance, provided that fifteen (15) days advance written notice has been provided to the entire membership of the Association. No proxy votes will be allowed.

ARTICLE XV – DISSOLUTION

Upon the dissolution of the Association no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, will be distributed to an organization which is tax-exempt under the relevant provisions of the Internal Revenue Code and which exists for community service and not religious purposes. A second option would be to submit the funds to the RCONA impound account so future neighbors can restart the NA with funding.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

When a dispute arises for which these NA bylaws have no procedure to resolve, refer to the current RCONA Bylaws and Code of Ethics for reference, then the applicable procedure from the latest print edition of *Robert's Rules of Order* will be used to resolve it.

These bylaws of the **South Cirby** Neighborhood Association of RCONA approved by Association vote on

Tuesday, October 12, 2021

Marilyn B. Floyd
Marilyn Floyd, SCNA President

(Template amended & approved June 16, 2016 by RCONA Board)