

East Sacramento Improvement Association Bylaws

Revised (insert adoption date), 2017

Article I: Name

The name of this organization shall be the East Sacramento Improvement Association (referred herein as the "Association").

Article II: Purpose, Structure and Boundaries

Section 1. The purpose of the Association shall be to promote, protect and maintain the unique blend of residential and commercial features of our neighborhood and to improve the quality of life in East Sacramento.

Section 2. The boundaries of East Sacramento for the purposes of membership in the Association are (Appendix A):

- North: Business 80 Freeway to the Union Pacific Overcrossing
- Northeast and East: The Union Pacific Railroad Levee
- South: Highway 50 Freeway
- West: Business 80 Freeway

Section 3. The Association communicates with members and the general public via email, newsletters and the website.

Article III: Tax Exempt Status

Section 1. The Association is organized exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code.

Section 2. The Association shall not carry on any other activities not permitted to an association exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States tax law).

Article IV: Membership and Voting

Section 1. Membership shall be made available to any individual who resides or owns a business in East Sacramento.

Section 2. Households or businesses wishing to join may do so by completing the membership form on the Association's website and paying dues outlined there. Residential membership and voting applies to all adults in a residence who are interested in participating, i.e., receiving electronic communications, attending

meetings, volunteering, voting. Each member business shall have one vote. To be a member in good standing, payment of dues must be current.

Article V: Dues

Section 1. It shall be the policy of the Association that dues may be used to cover costs associated with membership in the Association, and for other Association programs and activities to benefit East Sacramento.

Section 2. Annual dues shall be established by a majority vote of the Board. Dues shall be collected in a manner prescribed by the Board.

Section 3. Membership dues are paid on a per household or per business basis.

Article VI: The Board of Directors and Officers

Section 1. The Association shall elect in each even year a Board of Directors (Board), one of whom shall serve as President, one as Vice President, one as Treasurer and one as Secretary. The maximum number of Board members shall be 13, including the Officers serving as President, Vice President, Treasurer, and Secretary. The Board, by majority vote, may appoint Board members when a vacancy occurs prior to the Association election.

Section 2: The Association shall represent all geographic areas within the Association boundaries.

Section 3. The Board shall carry out the regular business of the Association to include:

- Approving the Association's annual budget.
- Allocating and authorizing the expenditure of Association funds.
- Representing or appointing persons to represent the Association.
- Developing and implementing programs and activities for the Association.
- Advocating for programs and projects that benefit East Sacramento.
- Taking positions on and opposing programs and projects that have a detrimental impact on East Sacramento.
- Establishing neighborhood committees and task forces as necessary to identify and address neighborhood-specific issues.

Section 4: The President shall:

- Preside at all meetings of the general membership and the Board.
- Coordinate the work of the Board in order to promote the policies and objectives of the Association.
- Be a member ex officio of all committees.

- Represent the Association as its official spokesperson, or appoint a Board member to serve as the official spokesperson.
- Appoint chairpersons of committees as provided in Article VII. Chairpersons who are not elected Board members may participate on the Board as non-voting Board members.
- Establish agendas for Board and Association meeting.

Section 5. The Vice President shall:

- Assist the President and perform the duties of the President in the absence or disability of the President to act.
- Oversee Nominations Committee and other Board-appointed subcommittees.

Section 6. The Treasurer shall:

- Keep permanent books and records to establish the items of gross income, receipts and disbursements of the Association.
- Receive all monies for the Association, give receipts, and deposit monies received under the name of the Association in a bank approved by the Board.
- Secure two (2) signatures on all checks. Any two Officers are authorized to sign.
- Keep the Board informed of the statement of account (expenditures and receipts) and how it relates to the budget.
- Prepare an annual budget for adoption by the Board.
- Keep the Association's non-profit tax-exempt status and bulk rate postage status current by filing all necessary government forms and paying all necessary government fees.

Section 7. The Secretary shall:

- Prepare and maintain accurate written minutes of the proceedings of all meetings of the Board and the general membership.
- Be prepared to refer to the minutes of previous meetings.
- Coordinate the scheduling of all general membership meetings and the copying and mailing of all notices, flyers and other documents to the Board and the general membership.
- Keep the files and membership information of the Association.

Article VII: Elections

Section 1. The election of the Board of Directors and Officers shall take place by balloting submitted to the Association in each even year by a majority of members that vote.

Section 2. Nominations shall be required for candidacy on the Board of Directors. The Nominations Committee shall submit a slate of potential Board members and Officers to the Board. Any member of the Association in good standing may nominate or be nominated to serve on the Board. The Board shall specify the closing date for nominations.

Section 3. A proposed ballot containing the names of those nominated and the Offices for which they were nominated shall be mailed or transmitted by electronic means to all members in good standing. Election results will be officially announced in the next edition of the *Newsletter* published by the Board. Members may vote either by mailing a ballot or by voting through the same electronic means by which the ballot was received, within 30 days after receipt of the ballot.

Section 4. In the event two candidates receive an equal number of votes, a runoff election shall be held in a manner specified by the Board.

Section 5. All members of the Board shall be elected to serve for one term, which shall commence upon election by the Association, and which shall terminate after the two-year election cycle, or when the Board member is not reelected. Board members may serve for multiple terms.

Section 6. In the event that any Board member or Officer is unable to serve, the Board by a majority vote shall appoint a member in good standing of the Association to serve during the interim or for the remaining time of a term.

Article VIII: Committees

Section 1. The standing committees of the Association and their missions shall be:

- **Land Use.** To develop and promote strategic long term community development and transportation plans for East Sacramento and surrounding areas; to track individual development proposals before the Planning Commission and the City Council; and to coordinate with the Board in developing and promoting the Association's positions on such proposals.
- **Nomination.** To recruit new Board members and review nominations in order to recommend a slate of Board members to the Association.

Section 2. In addition to the standing committees established in Section 1, the Board may from time to time create committees to serve the purposes of the Association. The President may appoint persons not members of the Board to serve on committees.

Article IX: Meetings

Section 1. The Association shall hold general membership meetings at such time and place as determined by the Board. Notice of all general meetings shall be published in the *Newsletter* distributed by the Board to the general membership and/or mailed or transmitted by electronic means to all members of the Association.

Section 2. The Board shall meet at least once every other month, or at such other times as the President may determine. Board members shall attend and participate in monthly board meetings. The Board may replace Board members following more than one unexcused absence or a total of four absences in one year. The President may request the Board make exceptions.

Section 3. *Robert's Rules of Order Newly Revised* shall govern the proceedings of Board meetings.

Article X: Policy Decisions

Section 1. It is the intent of this Association that the Board shall be responsible for carrying out the day-to-day actions of leadership and administration of the Association, and take positions on issues of legitimate concern to East Sacramento. The Board shall strive to inform and solicit input from the Association on proposed policy positions. Policy positions shall be represented as the position of the Board unless reviewed and approved by the membership.

Section 2. No member of the Association shall claim to speak on behalf of the Association without prior written approval of the majority of the Board. The Association shall not use the name of any individual member in stating a position on policy of the Association without written consent of that individual.

Section 3. Failure by any Association member to support a position or policy of the Association shall in no way affect membership in the Association.

Section 4. The Association shall not support or oppose any candidate for elected office.

Article XII: Amendments

The Bylaws of the Association may be amended by a two-thirds majority of the Board, or by a majority of members of the Association voting. If members of the Association are asked to vote, the text of any proposed amendment must be submitted to all members. Members may vote either by mailing a ballot or by electronic means within 30 days of the transmittal of the proposed amendments.

Appendix A: Map of Boundaries

