



Dominican Black Canyon Neighborhood Association

P.O. Box 151702, San Rafael, California 94915

Bylaws

Article I - Mission

Section 1 Name of Organization

The name of the organization shall be: Dominican Black Canyon Neighborhood Association. Hereinafter referred to as the Association.

Section 2 Purpose

The purposes for which the Association is organized are:

- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighbors, Dominican University, local businesses and organizations, government agencies, and other neighborhoods.
- b. To organize and facilitate social activities allowing neighbors to get acquainted with each other and foster community pride.
- c. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- d. To improve neighborhood safety and develop fire and disaster preparedness.
- e. To promote and retain desirable residential and esthetic features advantageous to the neighborhood and its immediate environs.

Section 3 Parliamentary Authority

Robert's Rules of Order shall be the parliamentary authority for this Association for any question or dispute concerning procedural aspect of the meeting which cannot be resolved by reference to these bylaws or applicable law.

Section 4 Boundaries

The boundaries of the Association are as shown in Figure 1. Where the boundary follows the right-of-way on Ridge and Highland Avenues, properties on both sides of the street are, considered to be, within the boundary. Where the boundary follows the right-of-way on Belle, the centerline of the right-of-way shall

be considered the boundary. Where the boundary follows highway 101, all properties to the east of 101 shall be, considered to be, within the boundary.

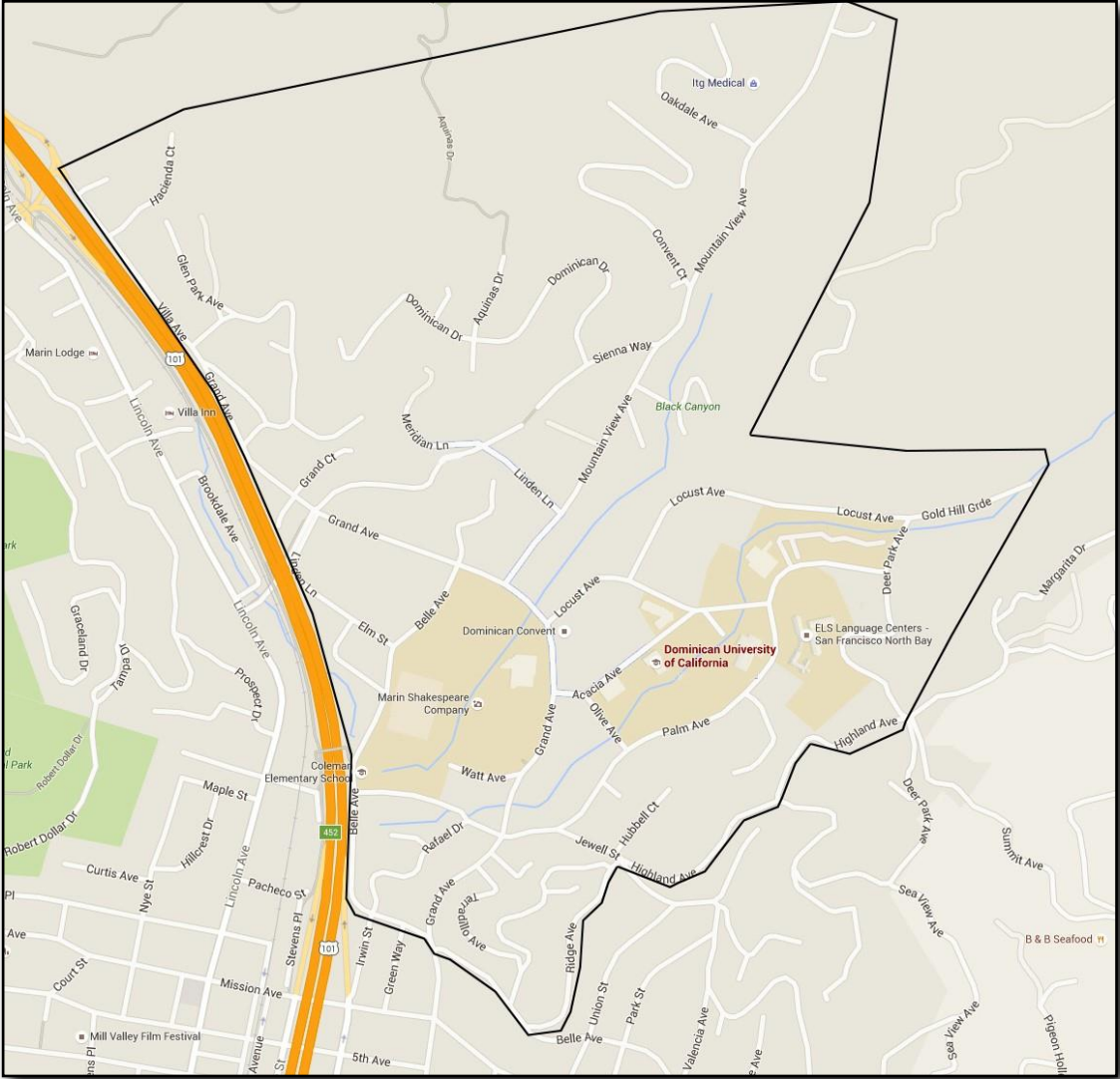


Figure 1 – Dominican Black Canyon Neighborhood Boundaries

Article II - Membership

Section 1 Eligibility

- a. Membership in the Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in Article 1 Section 4 of these bylaws.
- b. Membership privileges shall be given to any person residing in or associated with a physical address within the Association boundaries for which someone has paid the current year’s annual dues.

Section 2 Voting

- a. All members, 18 years of age or older, as defined in Article 2 Section 1 shall have one vote each to be cast during attendance at any Membership meeting.
- b. Unless otherwise specified in these bylaws, decisions of the Association at a General Membership meeting shall be made by a majority vote of those members present at any meeting.

Article III - Membership Meetings

Section 1 General Meetings

There shall be at least one (but not limited to just one annual meeting) General Membership meeting each year, hereinafter referred to as the Neighborhood Meeting, held on a date decided upon by a majority vote of the DBCNA Board of Directors. The Board of Directors will determine the Neighborhood Meeting agenda which will at a minimum include the following

- a. The President shall report on the state of the Association.
- b. The Treasurer shall give an annual financial report.
- c. Elections for members of the Association Board of Directors shall be held.

Notification of the Neighborhood Meeting and its agenda shall be issued at least 14 days in advance and in accordance with Article 3 Section 3 of these bylaws.

Additional General Membership meeting may be called by the President or by a majority of the Board of Directors as deemed necessary. Notification and purpose of the General Membership meeting shall be issued at least 14 days in advance and in accordance with Article 3 Section 3 of these bylaws.

Section 2 Special Meetings

A special meeting of the Association membership may be called by the President or by a majority of the Board of Directors as deemed necessary. Notification and purpose of the special meeting shall be issued at least 7 days in advance and in accordance with Article 3 Section 3 of these bylaws.

Section 3 Notification of Meetings

Notification of membership meetings shall be given in the most appropriate manner such that all members have an opportunity to receive the notification. Notifications may be issued in, but not limited to, the following manner:

- a. Written notice via email to all members who have provided the Association with an email address
- b. Written notice via posting on the Association or other appropriate websites.
- c. Written notice in a regular issue of the Association newsletter or a special distribution to each address within the Association boundaries.

- d. Telephone notification to members that may not be receiving the written notification.

Section 4 Meeting Agendas

The Association Board of Directors shall prepare the agenda for the Neighborhood Meeting and any Special Meetings. Any Association member may request an item for discussion or presentation at a membership meeting by submitting a description of the item in writing to the Association Board of Directors. The Association Board of Directors will consider the request at the next regular monthly Board of Directors meeting and determine which, if any, membership meeting will include the suggested item.

Section 5 Quorum

A quorum for the Neighborhood or any Special Meetings of the membership shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the Association shall be made by a majority vote of those members present at the time of the vote.

Section 6 Participation

The Neighborhood and any Special Meeting is open to any person. All that wish to, may be heard. Only Association members are entitled to vote. All actions or recommendations resulting from a membership meeting shall be communication to all affected parties.

Article IV - Funding

Section 1 Dues and Contributions

- a. Annual membership dues will be set forth by a resolution of the Association Board of Directors.
- b. Association membership dues may be collected for any physical address within the Association boundaries. Dues will be due annually one month after the first Neighborhood Meeting of the year.
- c. Payment of dues for any physical address within the Association boundaries shall grant membership privileges to residents or individuals affiliated with the address.
- d. Those people becoming Association members for the first time and who pay their dues shall be considered paid members for the following Association year.
- e. Voluntary contributions to support the Association's purpose will be accepted anytime.

Article V - Board of Directors

Section 1 Composition of the Board

The Board of Directors shall be composed of a minimum of four (4) Officers and a maximum of eleven (11) Directors including the four (4) Officers.

Board Officers shall be:

President
Vice President
Secretary
Treasurer

Section 2 Eligibility

Only Association members shall be eligible for election to the Board of Directors and must meet the following provisions to serve on the Board of Directors.

- a. Must have attended two (2) regular DBCNA Board of Directors monthly meetings or have participated in a committee assignment during the six (6) months prior to being elected to serve on the Board of Directors.
- b. Must be approved for nomination by a majority vote of the current Board of Directors prior to being presented at a Neighborhood or General Membership meeting for election. A nominee may also be appointed by a majority vote of the current Board of Directors to serve in a vacant position.
- c. Must be willing to serve on the Board of Directors for a minimum of two (2) years as an Officer or a minimum of one (1) year as a Director.
- d. Must be willing to attend monthly Board of Director meetings January through November, or as scheduled

Section 3 Removal from the Board

Any member of the Board of Directors that misses two (2) regular Board of Directors monthly meetings without providing written notice in advance to the President or Secretary could be automatically removed from the Board.

Any member of the Board of Directors may be removed and replaced by a two-thirds vote of a Neighborhood or a Special Meeting of the membership. Removal does not require cause.

Section 4 Election of Directors

The Board of Directors shall be selected annually by a majority vote of the Association membership at a Neighborhood Meeting.

Section 5 Terms of Office

All Officers of the Board of Directors shall serve a two (2) year term. To maintain consistency in leadership of the Board, the terms of the four (4) Officers will be staggered such that the President and Secretary shall begin their terms on odd number years. The Vice-President and Treasurer shall begin their terms in even number years.

Directors on the Board shall serve a one (1) year term.

Newly elected Board Directors shall take office on the first day of the month following a Neighborhood Meeting.

Section 6 Vacancies

The Board of Directors may fill any vacancy on the Board or on a Board Committee by a majority vote of the Board of Directors. An Association member appointed to fill a vacancy shall serve the remainder of the unexpired term or until his or her successor is elected or appointed.

Section 7 Duties of the Board of Directors

The Board of Directors are responsible for managing the affairs of the Association. These include by are not limited to:

- a. Consider and promote the business of the Dominican Black Canyon Neighborhood Association.
- b. Authorize the disbursement of all funds and the payment of all invoices.
- c. Make decisions and represent the interests of the Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next Neighborhood Meeting or through written notice as appropriate.
- d. Upon a favorable vote of the Board of Directors, appoint committees to perform necessary functions and represent the Association on specified topics.
- e. Establish a work plan to address priority issues and a yearly events schedule for maintaining and encouraging involvement in the Association.
- f. Only members of the Board of Directors may represent any part of the Association.
- g. As approved by the sitting Board of Directors, participation on any Dominican University Committee which meets to enhance the open lines of communication within the surrounding neighborhood.
- h. As appointed by the Board President, a Community Liaison will act on behalf of the Board of Directors and be the primary point of contact for any Community group or Committee. The Liaison may also be a participant on a community committee but will rise to a higher level for any communication from the establishment.

Section 8 Duties of the Officers

The Board of Directors shall consist of a minimum of four (4) Officers whose duties shall include but not limited to the following:

President – The President shall preside at all Board of Directors meetings and all Neighborhood or General Membership meetings and shall exercise general supervision over the affairs and activities of the Association. The President shall represent the position of the Board and the interests of the Association. The President shall appoint, with the agreement of the Board of Directors, Committee chairpersons as deemed necessary.

Vice President – The Vice President shall perform the duties of the President in the President's absence and as authorized by the bylaws or regulations of the Board of Directors.

Secretary – The Secretary shall record, as minutes, Association decisions and actions during all Neighborhood, General Membership, Special Meetings, and Board of Directors meetings. Meeting minutes will be made available to the Association membership within 14 days of the meeting. Additional duties of the Secretary include but are not limited to:

- Maintain the non-financial files of the Association.
- Maintain a list of the Board of Directors and their terms.
- Maintain a list of Committees, their chairperson, their purpose, and their progress.
- Ensure required notices of all meetings are distributed.

Treasurer – The Treasurer shall have charge of all funds belonging to the Association and shall receive, deposit, and disburse funds for the Association in a bank(s) or financial institution(s) in such manner as designated by the Board Officers. The Treasurer shall be responsible for the collecting of the annual dues and depositing said dues to the credit of the Association in depositories approved by the Board Officers; pay authorized invoices and bills; keep and maintain adequate revenue and expense accounts customarily included in financial statement; prepare year revenue and income statements. The Treasurer shall prepare all tax returns, obtain the approving signature of the Board President and file said returns. The Treasurer shall make a financial report at the monthly Board of Directors meeting and at the Neighborhood Meeting.

Article VI - Board of Directors Meetings

Section 1 Regular Board of Directors Meetings

There shall be monthly regular Board of Directors meetings from January to November each year, or as agreed to by the Board of Directors. The meetings shall be convened on dates decided upon by a majority vote of the Board of Directors. These meetings shall be open session, however only the Board of Directors may vote.

Notification of each meeting and its agenda shall be given to the membership at least seven (7) days in advance via the most appropriate manner pursuant to Article 3 Section 3 of these bylaws.

Should the need arise, the Board President reserves the right to call an Executive session during or in place of a Board of Directors meeting. Only sitting Board of Directors will be allowed to attend.

Section 2 Special Board of Directors Meetings

Special Meetings of the Board may be called by the President or by majority vote of the Board of Directors as deemed necessary upon 24-hour notice to all Board of Directors which need not be in writing.

Section 3 Quorum

A quorum must be established at the beginning of each Board of Directors meeting. A quorum shall be a simple majority (50% plus one) of the current sitting Board of Directors.

Section 4 Voting

Decisions of the Board of Directors shall be made by a majority vote of those Directors present at the time of the vote given the quorum requirements are met. An item must be placed in the form of a “motion”, “seconded”, and “carried” by majority vote of the Board. A motion for a vote cannot be placed by the meeting’s presiding Board member. A vote shall be casted by either a show of hands or a verbal “yes”.

Section 5 Procedures

The Association shall follow Roberts Rules of Order (revised) in all areas not covered by these bylaws.

Article VII - Committees

Section 1 Standing Committees

The following standing Committees shall be instituted to be responsible for programs and activities of the Association of a long-standing nature. The Chairperson of the Committee shall be appointed by the President with the agreement of the Board of Directors and may be dismissed without cause by the President with the agreement of the Board. Standing Committees and duties of the Association shall be:

Communications – Update website, banners, post meetings/events on “Nextdoor” and Association website. Prepare written communications representing the Board of Directors. All communications shall be approved by a majority vote of the Board of Directors with the Board President having final approval.

Disaster/Fire Preparedness – Provide valuable information on Disaster and Fire preparedness to those in the Association geographical area. Conduct events and provide written communication to the Association.

Events – Prepare an annual events calendar, estimate preparation time, estimate annual budget, assign designated tasks for each event. Oversee

events with organizational awareness and facilitation of the event or as agreed upon by the Board of Directors.

Membership – Maintain a membership record containing names, addresses, and email addresses - if provided by the member. Have an up to date copy available to the Board which is to be used as the official mailing roster and/or email roster. Notify members who are delinquent in dues and promote membership of the Association.

Safety and Crime – Review current observations with the Board of Directors on neighborhood safety and crime; offer suggestions for neighborhood awareness, and, following the Board's direction, implement changes. Provide the neighborhood with the information and ability to speak with law enforcement representatives on at least an annual basis.

Section 2 Ad Hoc Committees

The President shall institute, with the agreement of the Board of Directors, such other committees as are deemed necessary to transact the business of the Association. The President, with the agreement of the Board of Directors, may dismiss any ad hoc committee without cause.

Section 3 Community Committees

From time to time, the sitting DBCNA Board of Directors may be asked to represent the Board by participating on a Community Committee. This participation shall be by a sitting Board of Directors member and shall be selected by a majority vote of said Board. The participation on said Committee will have a term of one (1) year.

Section 4 Committee Structure

The establishment of each Committee shall be recommended by the President and agreed to by a favorable vote of the Board of Directors.

Each Committee shall have a Chairperson which appointed by the President with the agreement of the Board of Directors. Chairpersons may be dismissed without cause by the President, with the agreement of the Board of Directors.

At least one (1) member of the Board of Directors shall serve on each Committee of the Board.

Each Committee shall report progress and provide requested information (e.g., estimated costs) monthly at the regular Board of Directors meetings or as requested by the Board of Directors.

All costs associated with the Committee must be approved by the Board of Directors.

Article VIII - Grievance Procedure

Section 1 Person or Group Adversely Affected

A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to any member of the Board of Directors.

Section 2 Receipt of Complaint

Within seven (7) days of receipt of a complaint, the Board of Directors shall designate one or more Director(s) to meet and confer with the petitioner.

Section 3 Resolution

The designated Board of Director(s) and petitioner(s) shall meet promptly at a mutually convenient time and place, explain their position to each other, and confer, in good faith, in an effort to resolve the dispute. The parties may be assisted by an attorney or another person at that party's own costs.

A resolution of the dispute agreed to by both parties shall be memorialized in writing and signed by both parties, including the Board of Directors designate(s) on behalf of the Association.

Article IX - Adoption and Amendments of Bylaws

Section 1 Adoption of the Bylaws

Once approved by the Board of Directors, adoption of these bylaws and/or revisions shall require a majority vote of the Association membership present at a regular monthly Board of Directors meeting.

Section 2 Amendment of the Bylaws

Amendments to the bylaws shall be made at any regular monthly Board of Directors meeting or a special meeting of the Board of Directors. Adoption of amendments shall require a majority vote of the Association members present at a time of the vote during a regular monthly Board of Directors meeting. Final approval and adoption of the amended bylaw shall be presented to the Association membership at the next Neighborhood Meeting or a Special Meeting with a majority vote of those present.

Bylaws may be adopted, amended, or repealed as follows:

1. By the Board of Directors, subject to a majority vote of the Association membership to change or repeal such bylaws; or
2. By the vote or written assent of the majority of voting Association membership, or the vote of the majority, or a quorum at a meeting duly called for such purpose.
 - a. The Secretary shall notify the Association membership of the full text of any changes to the bylaws or the Articles of Incorporation, if any, not more than thirty (30) days after such change has received a majority vote by the Association membership.

Certification

I, the undersigned, certify that I am presently the elected and acting member of the Dominican Black Canyon Neighborhood Association Board of Directors and/or the Chairperson of the Ad Hoc Bylaws Committee, the above 3rd revision of these bylaws, consisting of eleven (11) pages, are the bylaws of this corporation as adopted by a majority vote of the Board of Directors and the Association membership on the 13th day of May, 2023.

By: Sheila Guthrie, Board of Directors Vice President, and Chair of the Ad Hoc Bylaws Committee.