

# **BARRIO NEIGHBORHOOD COALITION**

## **Bylaws**

### **MISSION/PURPOSE/VISION STATEMENT**

The Barrio Neighborhood Coalition exists to protect barrio and neighborhood identity and stop gentrification/displacement/urban renewal. We do this by raising awareness and providing education to the community and the people in power by making relationships, listening to community voices and then amplifying these voices. Our goal is to preserve the unique culture and barrio history, while addressing social justice, equity and economic disparities in neighborhoods.

### **ARTICLE I. NAME AND PURPOSE**

**Section 1. Name:** The name of the organization is the Barrio Neighborhood Coalition (BNC).

**Section 2. Purpose:** The Barrio Neighborhood Coalition is a volunteer organization committed to protecting barrio and neighborhood identity and stopping gentrification, displacement and urban renewal.

### **ARTICLE II. MEMBERSHIP**

**Section 1. Eligibility for membership:** Application for membership is open to anyone and/or any organization that supports the purpose statement in Article I, Section 2.

**Section 2. Membership:** Membership is granted after completion and receipt of a completed and accepted membership application (available on the BNC website or by request).

**Section 3. Non-voting Membership:** The Board shall have the authority to establish and define non-voting categories of membership.

**Section 4. Rights of members:** Each member shall be eligible to cast one vote for the Board; to vote to change the Bylaws; to provide ideas to the Board; and to take an active role on committees.

### **ARTICLE III. MEETINGS OF MEMBERS**

**Section 1. Annual Meetings:** An annual meeting of the members and non-voting guests shall take place in the month of November, the specific date, time and location to be determined by the Board. At the annual meeting, the members shall receive reports on the activities of the organization, transact any necessary business, and elect the Board. Within 30 days of this election, the Board shall convene to elect its officers for the coming year.

**Section 2. Special Meetings and Events:** Special meetings may be called by the Chair or a simple majority of the Board.

**Section 3. Notice of Meetings:** Notice of the annual meetings will be posted on the BNC website and sent by email to members two (2) weeks prior to the meeting date. Notices of special meetings and events will be sent by email not less than two (2) weeks prior to the date of the meeting. Postcard notices will be mailed if requested. Agendas and supporting materials will be posted on the BNC website no less than forty-eight (48) hours prior to any meeting.

**Section 4. Quorum:** Members present at any properly announced meeting shall constitute a quorum.

**Section 5. Voting:** Members shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE IV. BOARD**

**Section 1. Number:** The Board shall be composed of not less than five (5) nor more than nine (9) individuals.

**Section 2. Board:** Board members are those individuals or organization representatives who have demonstrated a commitment to the BNC by length of service and/or participation in activities and projects that support the Mission Statement/Purpose of the BNC. Organizations may have only one representative serving on the Board at any given time. The Board is responsible for identifying the issues BNC will review, prioritize and work on.

**Section 3. Board Emeritus:** The Board shall have the authority to elect or appoint the outgoing Chair as a Board Member Emeritus whose term shall end on the date of the next subsequent annual meeting. The Member Emeritus shall serve in an advisory capacity to the Board and shall not otherwise have the power or authority to vote on any matters submitted to a vote of the Board, nor shall the presence of any such Member Emeritus at a meeting of the Board be counted for quorum purposes.

**Section 4. Ground Rules:** At all times, members of the Board will foster a culture of honesty; affirm collective responsibility; share the workload fairly; and participate fully in the mission of the organization.

**Section 5. Regular Meetings:** Regular meetings may be held monthly, but not less than quarterly, at a time and location designated by the Board or Chair. If necessary, meetings may be held by means of telephonic or video conferencing as long as all persons participating in the meeting can hear each other and be heard by each other, their participation in such a meeting to constitute presence in person.

**Section 6. Special Meetings:** Special meetings may be called by the Chair or a simple majority of the Board.

**Section 7. Notice of Meetings:** Notice of all meetings shall be given not more than twenty (20) days nor less than twenty-four (24) hours prior to said meeting. Notice shall be delivered by any of the following means: telephone, fax, electronic mail or other wire or wireless communication, or by mail or private carrier. The agenda and any supporting materials will be provided not less than twenty-four (24) hours prior to said meeting.

**Section 8. Voting:** All issues to be voted on shall be decided by those Board members present at the meeting in which the vote takes place. Decisions of the Board shall be by a vote of the majority of those

Board members present at the meeting, but in no case shall it be less than one-half of the Board then serving. Prior to the discussion and vote, time may be set aside for organization members who wish to provide input to the Board on the matter being considered for a vote.

For voting associated with a special meeting topic, voting may take place offline (e.g., ballots via US mail, email, web form, verbally or by raising of hands over a Zoom Call). The time limits for voting shall be explicitly listed in the special meeting notice. A record of the vote shall be recorded and maintained, along with the vote outcome.

**Section 9. Action Without a Meeting:** Any action required or permitted may be taken without meeting, so long as a majority of the members of the Board consent in writing to the adoption of a Resolution authorizing the action. The Resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

**Section 10. Adoption of Policies:** The Board may, from time to time, adopt policies with respect to matters related to the mission of the organization. Such policies, once adopted, shall be followed as part of the business of the Organization unless modified by appropriate action of the Board. A record of these policies shall be kept in a separate document that accompanies the Bylaws, and are to be reviewed annually and revised as necessary.

**Section 11. Conflict of Interest:** Whenever a Board member has a financial or personal interest in any matter coming before the organization, that person shall fully disclose the nature of the interest. The Board will establish policies that govern how conflicts of interest will be addressed.

**Section 12. Resignations, Removal:** Any Board member may resign by filing a written resignation with the secretary. Any one or more of the Board members may be removed at any time by a vote of three-quarters (3/4) of the Board members entitled to vote.

**Section 13. Vacancies.** The Board shall fill any vacancy occurring in any office from the current Board and any officer so elected shall fulfill the term of his/her predecessor.

## ARTICLE V. OFFICERS

**Section 1. Officers:** The officers of the Board shall be the Chairperson, Vice-Chair, Secretary, and, if deemed necessary by the Board, Treasurer, as well as such other Officers as may, from time to time, be deemed advisable by the Board. Officers shall be elected by a majority vote of the Board. Officers shall be elected from the Board.

**Section 2. Chairperson:** The Chair, subject to the control of the Board, shall perform all duties customary to that office. The Chair shall convene and preside at all meetings. The Chair shall set the agenda for meetings with the input from other Board members. The Chair shall oversee the committee work designated by the Bylaws or the Board. At the Annual Meeting, she/he will report or coordinate the reports of others on the work done during the prior year.

Only the Chair or her/his designee shall be the media contact and public spokesperson on behalf of the BNC. Comments must be in accord with positions taken by the majority of the Board or, if response time is limited, agreed upon by its officers. No other officer or member may respond to a reporter or request from a reporter, mayor/council member, or city staff as representing the BNC. This policy in no way limits any member from expressing personal opinions to others, but he/she should be clear that he or she represents only himself or herself at the time, not the organization.

**Section 3. Vice-Chair:** The Vice-Chair is subject to the control of the Board. In the absence of the Chair, the Vice-Chair shall preside over meetings and act in the capacity of the Chair. The Vice-Chair shall assist the Chair in the performance of that officer's responsibilities in such manner and to such extent as the Chair and/or the Board may require.

**Section 4. Secretary:** The Secretary shall be responsible for keeping records of all meetings, including those held electronically. The Secretary shall be responsible for producing, or ensuring the production of, a descriptive record of special events and meetings organized for the membership. The Secretary shall also be responsible distributing copies of previous minutes for each Board meeting and assuring that these and other organizational records are maintained within an archive. Minutes and event reports generated by the Secretary may also be posted for review by the public by electronic means.

**Section 5. Treasurer:** The Treasurer shall perform all duties customary to that office, shall have the custody of, and be responsible for, all funds and securities of the BNC and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall deposit, or cause to be deposited, all monies or other valuable effects of the BNC. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the BNC. The Treasurer shall be responsible for the preparation of an annual report of the BNC. Should the BNC become a 501(C)3, or similar non-profit, the Treasurer shall assist with the pursuit of grants and shall manage the funds from any grant received by the organization.

## **ARTICLE VI. COMMITTEES**

Committees may be formed at the direction of the Chair, with the consent of the Board; or by a majority vote of the Board. Non-members may serve on committees if the Board determines this is appropriate.

**Section 1. Standing Committees:** have a continuing existence and function, normally being responsible for a particular subject matter, or problem area. Members shall be appointed by the Chair with the consent of the Board. Members of standing committees generally serve for the same period as the Board.

**Section 2. Special or Ad Hoc Committees:** shall be created for a particular purpose or task, as need arises, and go out of existence when that task is completed.

## **ARTICLE VII. AMENDMENTS TO THE BYLAWS**

Amendments to the Bylaws shall be by a vote of the membership. Any proposed amendments to the Bylaws can be initiated by a two-thirds majority of the Board or a petition signed by 25% of the members. The Secretary will send out the proposed text of the amendment(s) to members two (2) weeks prior to the Annual Meeting or Special Meeting of the Membership at which the amendment(s) will be voted on. During the meeting, the vote will be preceded by a discussion of the proposed amendments. If approved by the majority of the members present, the amendments will be effective immediately.

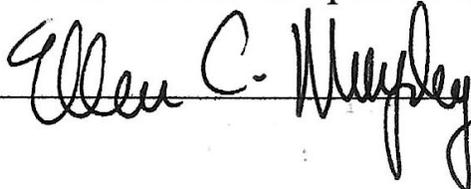
## ARTICLE VIII. MISCELLANEOUS

### Section 1. Rules of Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order. The current edition of Roberts Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Organization may adopt.

### CERTIFICATION:

These bylaws were approved at a membership meeting on \_\_\_\_\_

Signed by the Secretary  dated 11/8/2021

<b>Bylaw Amendments</b>			
DATE	SECTION	CHANGES	NOTES
December 3, 2022	Mission/Purpose/ Vision Statement	Our goal is to preserve <del>our</del> <b>the</b> unique culture and barrio history, <del>and address</del> <b>while addressing</b> social justice, <del>and equity by</del> <b>focusing on</b> and economic disparities in neighborhoods.	This slight change to the Mission Statement allows BNC to broaden its area of concern to include any neighborhood that is facing displacement/gentrification as a result of such government actions as overlay zones, transit-oriented development, opportunity zones, etc.
	ARTICLE III, Section 3	Notice times were changed from 30 days to 2 weeks; new section added requiring the posting of materials to be no less than 48 hours prior to a meeting.	These time changes allow us the flexibility to make changes to meeting sites, agendas, etc., to better respond to last-minute actions that local governments might take.
	Core Team references	All references to Core Team changed to Board	Changed to more commonly-recognized descriptor; may facilitate possible pursuit of non-profit designation

	ARTICLE V. Section 5	Reference to similar non-profit added	Provides flexibility in pursuing non-profit status
	ARTICLE VII	30 days changed to 2 weeks	Aligns with change in ARTICLE III