

# **WESTPARK NEIGHBORHOOD ASSOCIATION BYLAWS**

## **ARTICLE I – NAME**

The name of this organization shall be the Westpark Neighborhood Association, hereinafter referred to as the Association.

## **ARTICLE II – PURPOSE AND OBJECTIVES**

### **SECTION 1 – Purpose**

The purpose of the Association 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.

### **SECTION 2 – 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. Maintain and preserve property values.
- E. Cooperate with other neighborhoods within the community by working with the Roseville Coalition of Neighborhood Associations.

## **ARTICLE III – MEMBERSHIP**

Membership in the Association shall be open to any person over the age of eighteen (18) years who lives, owns property, or owns and/or operates a business within the boundaries of Westpark developments of the West Roseville Specific Plan.

## **ARTICLE IV – MEETINGS AND ORGANIZATION**

### **SECTION 1 – General Meetings**

The Association shall conduct at least one (1) general membership meetings a year, which one shall be the Annual Meeting which shall be held in October, and at such other times as called by the Board of Directors, hereinafter referred to as the Board.

### **SECTION 2 – Board Meetings**

Meetings of the Board shall be held at least every other month.

**SECTION 3 - Special Meetings**

Special meetings of the Board or Association may be called by the president or any 3 board members providing at least forty-eight (48) hours of notice is given to members.

**SECTION 4 - Notice of Meetings**

A notice of Association and Board meetings shall be publicized within the neighborhood a minimum of fourteen (14) days prior to the meeting. Publication shall include a posting of a notice of the meeting on the Association's web site ([www.wna.rcona.com](http://www.wna.rcona.com)) at least fourteen (14) days prior to the meeting. This notice requirement may be waived where meetings are regularly scheduled at the same day, time and place.

**SECTION 5 – Quorum**

Twelve (12) members of the Association shall constitute a quorum for general membership meetings. For Board meetings a quorum is defined as a majority of the Board members. The quorums as defined shall be necessary for the transaction of Association business.

**SECTION 6 – Membership Rights**

Only members of the Association may hold office, introduce motions or, as set forth in Article VII, Section 1 of these By Laws, vote.

**SECTION 7 – Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**SECTION 8 – Standing Rules**

The Board may adopt rules of procedure not in conflict with these By Laws or any rule adopted or action taken by the members of the Association at a meeting of the Association.

**SECTION 9 – Robert's Rules of Order**

Robert's Rules of Order, most recently published edition, shall govern the procedures and proceedings of the Association when the procedure is not covered by these By Laws or in the Standing Rules/Rules of Procedure.

**ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1 – Number of Directors**

The Board shall consist of at least five (5) and no more than ten (10) members, including the officers and members at large as set forth in Article VI.

**SECTION 2 – General Powers**

The Board shall manage the affairs of the Association and shall have full authority to set policy, enforce these By Laws and speak on behalf of the Association.

**SECTION 3 – Vacancies**

Any vacancy occurring in the Board shall be filled by the Board for the balance of the unexpired portion of the term, except that a vacancy in the office of president shall be filled by the vice-president. A vacancy may be assumed to exist whenever a Board member misses three (3) consecutive meetings without excuse. 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 fourteen (14) days prior notice.

**SECTION 4 – Notice of Meetings**

Notice of Board meetings may be given in writing, electronically or orally, at least fourteen (14) days prior to the meeting and is deemed to have occurred if the meeting is held at a prearranged and customary time and location.

**SECTION 5 – Removal from the Board**

Any member of the Board may be removed for cause at any meeting by a two-thirds vote of the Board members present, providing that written notice has been furnished to all Board members at least fourteen (14) days prior to said meeting. In the event that a person is removed for cause pursuant to this Section, said person shall be ineligible to be a member of the Board, an officer or chairperson of any committee or subcommittee thereafter.

**SECTION 6 – Business of the Board**

The Board may conduct business by mail, electronically or conference telephone when necessary. A report of any action so taken shall be made part of the minutes of the next meeting of the Board.

**ARTICLE VI – COMPOSITION OF THE BOARD,  
OFFICERS AND MEMBERS AT LARGE**

**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, ensure conformance with these By Laws and sign all contracts. The president or a designee appointed by the Board shall have the right to approve all official 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 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.

**D. Treasurer**

The treasurer shall be responsible for Association monies, shall keep an accurate record of receipts and expenditures, and shall co-sign, together with one other authorized co-signer as designated by the Board, all checks drawn on the account of the Association.

**E. Members at Large**

Members at large represent the general membership on issues of interest or concern, working toward the common goals of the Association.

**ARTICLE VII – VOTING AND ELECTIONS**

**SECTION 1 – General Meetings**

Members of the Association present at any general membership meeting shall be entitled to one vote per developed lot or per business owned and/or operated within the boundaries of the Association on each matter submitted to a vote of the membership.

**SECTION 2 – Board Meetings**

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

**SECTION 3 – Nominations, Elections and Tenure**

**A. Nominations for Office**

The Board will receive nominations and prepare a slate of nominees one (1) month prior to the Annual Meeting. No nominations may be made from the floor at the Annual Meeting.

**B. Elections**

Board members shall be elected by the Association members present at the Annual Meeting, and shall each serve a one (1) year term or until a successor is elected.

**ARTICLE VIII – 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 of 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. In the event a member of the Board does not inform the body hearing the proposal that the conflict of interest exists and that body determines that such a conflict does, in fact, exist, such determination may be grounds for declaring that the member's seat on the Board is vacant pursuant to ARTICLE V, Section 3. above.

**SECTION 3 – Abstention from Voting**

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

**ARTICLE IX – GRIEVANCE PROCEDURES**

**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**

If an acceptable resolution is reached, it is to be ratified at the next regular meeting of the Board and entered in the minutes of the meeting. If a resolution is not reached, the Board shall issue a Formal Decision, in writing and within forty-eight (48) hours after the close of the hearing on the matter before the Board. Said Formal Decision shall be hand delivered or mailed to the petitioner as soon as possible following its issuance. If the petitioner is not satisfied with the Formal Decision of the Board he/she/they may file an Appeal pursuant to the Grievance Appeals Procedures of RCONA, a copy of which will be provided to the petitioner together with said Formal Decision.

**ARTICLE X – NON-DISCRIMINATION**

The Association shall not discriminate against individuals or groups, including but not limited to discrimination 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 XI - POLITICAL ACTIVITY**

The Association shall not officially support or oppose any local or statewide candidate for elective office or 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 provided that such participation does not involve an initiative, referendum, recall, or candidate for elective office.

**ARTICLE XII – AMENDMENT OF BYLAWS**

These bylaws may be amended at any general meeting of the members of the Association by a two-thirds vote of the members in attendance, provided that the amendment(s) has been submitted in writing together with the notice of the meeting to the members of the Association.

**ARTICLE XIII – DISSOLUTION**

Upon the dissolution of the Association no class of member of the Association shall have any right to retain or 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.

Approved by General Membership on \_\_\_\_\_, 2014

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(enter signature authority – i.e. President, or presiding officer of the Board including title)