

# **BYLAWS**

**OF THE**

**RICHMOND NEIGHBORHOOD  
COORDINATING COUNCIL, INC**

**Effective Date: 9/08/08**

**BYLAWS OF THE**

**RICHMOND NEIGHBORHOOD COORDINATING COUNCIL, INC.**

**ARTICLE I**

The name of this corporation shall be "Richmond Neighborhood Coordinating Council, Inc."

**ARTICLE II**

**Purpose**

This corporation is organized for the following:

1. To provide a forum through which representatives from the Neighborhood Councils can exchange or pool ideas on community issues and help to solve neighborhood problems
2. To direct and assist in the establishment and organization of Neighborhood Councils throughout Richmond, California.
3. To provide a forum where Neighborhood Council disputes can be mediated, if requested to do so by all immediately affected neighborhood councils including, but not limited to serving as the final arbiter of Neighborhood Council boundaries.
4. To coordinate actions among established Neighborhood Councils in Richmond, California.
5. To function as a source of information concerning public and private agencies, city government and the legislative process.
6. To engage in any activity that lawfully may be conducted by a corporation organized under the Non-Profit Public Benefit Corporation Law for Charitable Purposes of California.

**ARTICLE III**

**Members of the Corporation**

**Section 1. Membership.** The membership of the corporation shall be composed of two representatives from each active Neighborhood Council in the City of Richmond. These representatives shall be selected by their respective Neighborhood Councils in whatever manner said Councils deem fit. In addition, designated Associated Groups, i.e. local business associations, etc., may become non-voting Associate Members with up to two (2) non-voting representatives.

Member councils shall reaffirm the names of their representatives and their alternates at least thirty

(30) days prior to the Annual Meeting. A list of representatives and up to five (5) alternates eligible

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will be delivered to the Secretary or President thirty (30) days prior to the annual meeting, and additions or corrections to the list may be made up to fifteen (15) days prior to the Annual Meeting.

**Section 2. Member Councils and Voting.** Each member council is entitled to two votes, one (1) by each representative on each matter submitted to a vote of the members except as otherwise provided by law. A member council must be in good standing in order for its representatives to be eligible to vote and Neighborhood Council Representatives must be present at the meeting. For a member council to be in good standing, the dues must be paid and the member council must have had a representative attend at least six (6) of the last twelve (12) meetings, or for a new member council, at least half of the meetings since joining the Corporation.

## **ARTICLE IV**

### **Meeting of the Membership**

**Section 1. Annual Meeting.** An Annual Meeting of the members shall be held during the month of November in each year. The location of the Annual Meeting shall be communicated to the members at least one month prior to the meeting. The purpose of the Annual Meeting shall be the election of Officers/directors and for the transaction of other such business as may come before the members. If the election of officers shall not be held on the day designated for the Annual Meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as it is convenient. (Note: The President shall appoint a Nominations Committee in September; the Nominations Committee will present the slate of candidates at the October meeting; RNCC members will vote for candidates at the November meeting; and installation of officers will occur at the December meeting).

**Section 2. Special Meetings.** Special Meetings of the members may be called by a majority of the Board of Directors or on the request of not fewer than five (5) Councils of the corporation with a minimum of ten (10) days notice prior to the Special Meeting.

**Section 3. Place of Meeting.** The Board of Directors may designate any place within the City of Richmond, California, as the place of meeting for any annual meeting, special meeting, or regular monthly meeting. A permanent change in meeting location requires approval of a majority of the members.

**Section 4. Notice of Annual Meeting.** A written or printed notice, prepared and mailed by the Corresponding Secretary, stating the place, day, and hour of said Annual Meeting of members shall be delivered either personally or by mail to each member, not fewer than five nor more than 30 days before the date of such meeting. The notice shall state the date of the elections, the rules governing the elections and voting. The Treasurer shall provide a summary of dues paying members who qualify to vote and the Public Information Officer shall provide an attendance summary of members who qualify to vote to the Corresponding Secretary in support of this notification requirement.

**Section 5. Quorum.** Thirty (30) percent of active member councils shall constitute a quorum at all

meetings where business of the Corporation is conducted.

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**ARTICLE V**  
Board of Directors

**Section 1. General Powers.** Except as otherwise set forth in these Bylaws, the Board of Directors shall have full power to operate and manage this corporation.

**Section 2. Number. Tenure. and Qualifications.** The number of directors shall be Ten (10). At no time shall there be more than two from each individual member Council serving as a Director and the Directors shall be drawn from at least seven (7) different member Councils.

Directors shall be elected for one (1) year terms. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. Directors shall be elected at the Annual Meeting by majority of the representatives present, providing a quorum is present. No director may serve more than three consecutive terms in the same office. Nominations shall be permitted from the floor. Directors must be designated representatives of the members of the Corporation at the time of election.

**Section 3. Vacancies.** Any vacancy occurring on the Board of Directors shall be filled by the holding of a Special Election. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in the office, in the manner set forth in Article V, Section 2 of these Bylaws.

**Section 4. Removal of Directors.** Any director may be removed by two-thirds (2/3) majority vote of active members present with one (1) month notice of intent to the director in question.

**Section 5. Regular Meetings.** A regular Annual Meeting of the Board of Directors shall be held without other notice than these Bylaws, within one month of the Annual Meeting of the members. Within the year there shall be no less than six (6) regularly scheduled meetings of the members and these shall be held on the date and at the time approved by the members. Minutes of all Regular Meetings of the Board shall be kept and shall be distributed or read at the next regular general meeting of the members.

**Section 6. Special Meeting.** Special Meetings of the Board of Directors may be called by the President or any three Directors. The person or persons authorized to call Special Meetings of the Board of Directors may designate any place within the City of Richmond, California, as the place for holding any Special Meeting of the Board. Minutes of all Special Meetings of the Board shall be kept and shall be distributed or read at the next regular general meeting of the members.

**Section 7. Notice.** Notice of any Special Meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, by overnight mail, FAX or Email to each Director at his or her address as shown by the records of the corporation. The

attendance of the Director at any meeting where a Special Meeting is announced shall constitute a waiver of written notice of such meeting. The purpose of any Special Meeting shall be specified in the notice or waiver of notice of such meeting. Notice of regular meetings of the members of the Corporation shall be mailed to all members at least (10) days prior to said meeting.

**Section 8. Quorum.** Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than Five (5) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

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**Section 9. Manner of Acting.** The act of a majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be the act of the Board of Directors, unless

otherwise provided by law or these Bylaws. Any act of the Board of Directors may be canceled or modified by a vote of majority of the representatives.

**Section 10. Informal Action.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent is provided in writing by a two-thirds (2/3) majority of the Directors.

**Section 11. Conflict of Interest.** Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other members of the Board and to the Members of the Corporation through an annual procedure to be established by the Board and also at such time that the interest becomes a matter of Board or Corporation action.

Any Director having such duality or possible conflict of interest shall not vote or use his or her influence on the matter in question and shall not be counted in the determination of a quorum for the meeting. The foregoing shall not be construed to prevent a Director from briefly stating their position on the matter, nor from answering pertinent questions from the Directors or members.

Any new Director shall be advised of this policy upon entering on the duties of this office. All Directors shall be required to sign a written notice of this policy once for each elected term stating that they have read the policy, understand it, and agree to abide by it. Responsibility for this requirement is assigned to the Corresponding Secretary.

**Section 12. Compensation.** The Officers and Directors of this Corporation shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and when approved by the Board or the membership.

**Section 13. Unexcused Absences.** A Director shall be automatically removed after a total of three (3) unexcused absences in a calendar year. An unexcused absence shall be any absence from any regularly scheduled meeting of the Executive Board. The record of attendance shall be kept by the President or his/her designee.

**Section 14. Annual Report.** The Board shall present an Annual Report on the status of the finances and the program at the Annual Meeting of the members. This report shall include major projects undertaken and the status of current projects. Standing Committees of the Corporation shall also make a report.

**Section 15. Executive Board.** The Board of Directors shall also be known as the Executive Board and shall perform such duties as are customary for an Executive Board.

## **ARTICLE VI**

### **Officers**

**Section 1. Number and Title.** The Officers of the Corporation shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Public Information Officer,

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Sergeant-at-Arms, and three (3) Directors-at-large making a total of Ten (10) Officers. The Board of Directors may appoint one or more assistant Secretaries or assistant Treasurers as it may be felt desirable.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected at the Annual Meeting of the membership from its active members. If the election of Officers is not held at such meeting, said elections will be held as soon as practical thereafter provided all requirements herein are met with regards to notification. Officers shall hold office until their successors shall be duly elected and are qualified as per Article V, section 2 of these By-Laws. Officers shall take office at the first regular General Meeting of the Membership in the month following their election or at an installation ceremony, whichever comes first. In the event that an installation has not been held prior to the next regular General Meeting, an installation will take place at the meeting.

**Section 3. Vacancies.** Vacancies may be filled at any meeting of the membership as per Article V. Section 3 and as per election rules as outlined in these Bylaws.

**Section 4. Removal.** Any officer may be removed by a (2/3) majority vote upon one (1) month notice of intent to the officer in question.

**Section 5. The President.** The President shall preside at all meetings of the Board of Directors and the general membership. The President may sign with the Secretary, or any other proper Officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors or a majority of the membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties which shall be prescribed by the Board of Directors or the General Membership :from time to time.

**Section 6. The Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President will be custodian of the Archived RNCC files and correspondence, including the Corporate Seal. These historical records will be maintained in a secured file cabinet at the designated RNCC office location. The Vice President shall perform such other duties from time to time as may be assigned or delegated by the President or by the Board of Directors.

**Section 7a. The Recording Secretary.** The Recording Secretary shall keep minutes of all the meetings of the Board of Directors as well as the General and Annual Meetings of the membership. These minutes shall be kept in one or more books provided for that purpose. The Secretary shall also be responsible for seeing that copies of the minutes are duly given in accordance with the provisions of these Bylaws, or as required by law; and, in general, perform all such other duties that are incident to the office of Recording Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 7b. The Corresponding Secretary.** The Corresponding Secretary shall compose and send the Council's written correspondence to other agencies or persons not on the Council. This correspondence is as directed by the Council or the President. The Corresponding Secretary shall also keep a register of the name and post office address of each corporate member.

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**Section 8. The Treasurer.** The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation; the Treasurer shall assure that the bookkeeper, if there is one, receives and gives receipts for money due and payable to the Corporation from any source whatsoever and deposits all moneys in the name of the Corporation in such bank or other financial institution as shall be elected in accordance with Article VII of these Bylaws; and, in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall, with the appropriate standing committee, prepare an Annual Operating Budget showing income and expenses to be presented to the membership at the Annual Meeting of the membership.

**Section 9. The Sergeant-at-Arms.** The Sergeant-at-Arms shall be responsible for all such duties as are incident to the office of Sergeant-at-Arms, which includes the preservation of order at all meetings of the Board of Directors and the general membership, and such other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 10. Public Information Officer.** The Public Information Officer (PIO) shall be responsible for publicity and public relations. The PIO shall be the primary point of contact for matters relating to the press and news media. The PIO shall be responsible for the issuance of Press Releases. The PIO shall perform any and all other duties incidental to the office and other duties as assigned by the President, the Executive Board, or the membership, including tracking of attendance at Executive Committee meetings, at the monthly general meetings, and for maintaining the monthly sign-in book.

**Section 11. Directors At Large.** The Directors-at-Large shall perform such duties as from time to time may be assigned by the President or the Board of Directors. The Directors-At-Large are officers of the Corporation.

## **ARTICLE VII**

### **Committees**

**Section 1. Executive Committee.**

The Executive Committee shall consist of the Officers of the Corporation and the Chairpersons of all Standing Committees. The powers of this Committee shall be determined by the Board of Directors (Executive Board). The Executive Committee may meet as required for the good of the corporation provided required notification and minutes of meetings are adhered to.

**Section 2A. Standing Committees.** The Board of Directors shall establish such standing committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board of Directors may be composed entirely of members of the Board of Directors, or may include representatives of the members of the Corporation. Committees may also include members of the community at large provided that such committee members shall not serve as the chair of the committee. Except as specifically defined herein, all committees must have a minimum of three (3) members and those members must be representatives of the members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors. The following committees, when activated, are specifically designated and have the following duties

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**A. Rules and Procedures Committee**

The Rules and Procedures committee shall be responsible for such duties incidental to such a committee. These duties will include but are not limited to review and recommendations regarding all proposed changes to the By-Laws,

establishment or changes to Standard Operating Procedures, disputes & issues regarding boundaries, and disciplinary issues.

**B. Planning and Zoning Committee**

The Planning and Zoning Committee shall be responsible for the review and recommendations related to city-wide zoning and planning issues. The Committee shall be the primary interface between the Corporation and those agencies involved in planning and zoning issues including but not limited to the City of Richmond Planning Department, the Design Review Board, and the Richmond Planning Commission. The Committee shall be responsible for the review of issues with a significant impact to the City of Richmond as a whole. These items can include, but are not limited to: the Master Plan if one exists; the General Plan and updates or changes to it; The Zoning Ordinance; and planned communities. The Committee is not precluded from taking or offering a position on local, regional, or state planning and zoning issues.

**C. Finance and Grants Committee**

The Finance and Grants Committee shall be responsible for those items incidental to such a committee as they relate to issues of finance or grants. It shall be the duty of the committee to prepare a budget for the fiscal year beginning the first day of April. This budget is to be presented to the membership for approval at the regular meeting in April. The Finance and Grants Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the membership. The Committee shall also be responsible for the preparation, submission, and monitoring of any grants the

corporation may apply for or receive. The Committee shall be responsible for the review all financial reports received from members using the corporation's non-profit status for their financial benefit.

The chair of the committee shall be the Treasurer, the committee shall elect it's own vice-chair or one may be appointed by the President, the Executive Board, or the Membership as a whole. This committee shall have at least three (3) other members who shall be appointed by the President promptly at the first meeting following the Annual Meeting.

**D. Special Events Committee**

The Special Events committee shall be responsible for the planning, preparation, execution, and follow up for all special events the corporation participates in, initiates or holds. This will include the creation of budgets for these events which will be reviewed by the Grants and Finance Committee. The Special Events Committee shall perform such other duties as assigned by the President, the Executive Board or the Membership as a whole. The Committee shall work in conjunction with the PIO on issues of publicity.

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**E. Nominations Committee**

The Nominations committee shall be responsible for the solicitation of interested parties to serve as Officers of the Corporation and for submission of a report designating nominees for the positions of the Officers of the Corporation which it is to present at the annual meeting. The committee will be responsible for

contacting each nominee prior to presentation of the report and obtaining the nominees assurance that they will serve in the specified office if elected. The committee shall offer only one name per office / position. A Chair for the Nominating Committee shall be appointed no later than the end of the general meeting in October. The Nominations Committee is automatically discharged upon completion of its duties and presentation and acceptance of its report.

**F. Elections Committee**

The Elections Committee shall be responsible for the collection of the ballots, counting of the ballots and the deliverance of a report on the tally of the ballots. The Elections committee shall be appointed at the Annual Meeting in November from those present who are not running for an office and shall consist of a minimum of three members. Members appointed to the Elections Committee may not be nominated to an office from the floor during the election. The Committee shall serve until its work is done and a final report is made to the membership. The members of the Elections Committee shall serve as the tellers.

**G. Such other standing committees shall be created by the President, the Executive Board or the general membership as are deemed necessary to carry on the work of the Richmond Neighborhood Coordinating Council. The President and members of the Executive Board shall be ex-officio members of all committees except the Nominations Committee and the Elections Committee. This does not preclude the**

President or the other Officers from being full members of any and all committees.

**Section 2B. Other Committees.** The President, the Board of Directors, and the general membership shall establish other such special and ad-hoc committees as are deemed necessary for the good of the corporation. Such committees must have a specific function, goal, or charter; may be appointed with power to perform certain duties or functions; and may be made up of members of the corporation, the Executive Board, and/or the community. The Chair of such committees must be a representative of a member of the Corporation. Special and ad-hoc committees are dissolved when their business is completed.

**Section 3. Appointment.** The Chairperson of each standing committee shall be appointed by the President of the Board of Directors in consultation with and with the advice and consent of the general membership. The Chairperson of each Ad-Hoc committee shall be appointed by the President of the Board of Directors or may be elected from those present at the first meeting of the Committee.

Committee members shall be appointed by the Chairperson of each committee in consultation with the President of the Board of Directors or may be selected from those volunteering for such committee at the meeting wherein the committee is formed. Committee members need not be members of the Board of Directors but must be representatives of the members of the

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Corporation. All representatives may participate in committee meetings as non-voting members.

**Section 4. Committees.** The duties, responsibilities, authority, and composition of all standing committees shall be stated in writing and adopted by resolution of the general membership. Any committee member may be removed from the committee by a vote of two-thirds (2/3) of the general membership.

**Section 5. Term of Office.** All committee members shall serve until the first Annual

Meeting following their appointment or until their successors have been appointed.

**Section 6. Reports.** Each committee shall submit an activity report to the members as prescribed in its commission.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

**Section 1. Indemnification.** Any person made or threatened with being made a party to any action, suit, or proceeding (Civil, Criminal, or Administrative) by reason of the fact that he/she is or was a Director or Officer of the corporation or of any corporation which he/she served in such capacity at the request of the corporation shall be indemnified by the corporation against judgments, fines, claims, and other liabilities (including amounts paid as settlement) sustained as a result of, and reasonable expenses (including attorney's fees) incurred in connection with the investigation, defense, or compromise or settlement of any action, suit, or

proceeding or threat thereof; provided, however, that;

- A. In the event of final adjudication of such action, suit, or proceeding, such person shall not be indemnified thereunder with respect to any matter as to which he/she shall be adjudged liable for material negligence or material misconduct in the performance of his /her duties to the corporation; or
- B. In the event that such action, suit, or proceeding, or threat thereof, is compromised or settled before final adjudication thereof, such person shall not be indemnified thereunder unless it shall be determined that he/she acted without material negligence and that his/her actions did not constitute material misconduct in the performance of his /her duties to the corporation.

A judgment or conviction in a criminal action, suit, or proceeding or termination of such proceeding by a plea of nolo contendere or its equivalent shall not be deemed an adjudication of that the Director, Officer or employee is liable for negligence or misconduct in the performance of his duties to the corporation if it shall be determined that the action complained of on the part of the Director, Officer, or employee was taken in good faith in what he/she considered to be in the best interest of the corporation on the reasonable assumption of its legality.

As used in these Bylaws, the words "it shall be determined" mean that the matter in question shall be determined either:

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- I. By a court order or decree,
- II. By a majority of those Directors who are not parties to the suit, action, or proceeding in which the matter is involved and by majority of the members of the corporation who are not parties to the suit, action, or proceeding in which the matter is involved, or,
- III. By independent council selected by (a) a majority of the Directors who are not such parties and confirmed by a majority of the members of the corporation who are not such parties, or (b) a judge of the U.S. District Court.

The foregoing rights of indemnification shall be exclusive of any other rights that a Director, Officer, or employee may have as a matter of law. the foregoing rights of indemnification, shall in the case of death of a Director, Officer, or employee, continue to the benefit of his or her successors.

**Section 2. Principal Office.** The principal office of the corporation shall be such location within the City of Richmond, California, as shall be determined by the Board of Directors and approved by a majority of the members.

**Section 3. Corporate Seal.** The Board of Directors shall provide and maintain a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the

corporation and the words "Corporate Seal, State of California". This seal is to be present at all meetings of the Board and Corporation and shall be used on all official documents of the corporation.

**Section 4. Depositories.** All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect with a preference toward institutions located with the City of Richmond, California. All depositories used for corporate funds must be rated by the applicable rating agencies to be no less than a good credit rating with preference being toward depositories rated "A" or better.

**Section 5. Contracts.** The Board of Directors may authorize any Officer(s) or agent(s) of the corporation, in addition to the Officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.  
All contracts which will result in a debt to the corporation in excess of \$500 or which will exceed \$1000 in total value must be approved by the members.

**Section 6. Checks. Drafts. Etc.** All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such persons at least two in number and in such manner as shall from time to time be determined by resolution of the membership. In the absence of such determination by the membership, such instrument shall be signed by the Treasurer, or an assistant Treasurer if one has been appointed, and countersigned by the President or Vice President of the corporation.

All checks, drafts, or other forms of payment exceeding \$500 or 50 percent of the total corporate funds, whichever is lower, must be approved by the membership unless such check or draft is in

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payment for contracts already approved by the membership and that such payments do not exceed the value of the contract as approved.

**Section 7. Fiscal Year.** The fiscal year of the corporation shall end the same time as the calendar year, effective 12/31/2007.

**Section 8. Investment.** Any funds of the corporation shall begin and end on the calendar year (January 1 and December 31 respectively). This change will be effective on 12/31/07.

**Section 9. Books and Records.** The corporation shall prepare and maintain correct and complete books and records of account and shall keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the principal office a membership book giving the names and addresses of all members entitled to vote. The corporation shall also keep written copies of all standard operating procedures, employee manuals, personnel manuals, and other manuals, guides, books, or materials as the membership and the directors may deem fit.

The corporation must have and maintain all manuals, records, and/or guides as required by law and must follow and post all labor regulations as required by law. This includes personnel records.

All books and records of the corporation may be inspected by any director or member, or the agent or attorney or either, for any proper purpose at any reasonable time.

The financial books and records of the corporation shall be audited annually by a Certified Public Accountant or by the City of Richmond Finance Director or his/her designee. All tax filings of the corporation shall be audited or inspected for accuracy by a certified public accountant and such accountant may be called upon to file such forms on behalf of the corporation.

**Section 10. Dissolution.** In the event of dissolution or final liquidation of this corporation any way whatsoever the assets of the corporation shall be applied and distributed as follows:

- a. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore;
- b. Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- c. Assets held for charitable, religious, benevolent, educational, or similar use - but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, as identified in the General Not-For-Profit Laws of the State of California, and determined by two-thirds (2/3) vote of the Membership of the Richmond Neighborhood Coordinating Council, Inc.

**Section 11. Non-Discrimination.** This corporation is an Equal Opportunity Employer and shall make available its services, without regard to race, creed, age, sex, color, ancestry, sexual preferences, religion, or national origin.

**Section 12. Political Activity.** The corporation shall not in any way use corporate funds in the furtherance of nor engage in any political activity for or against, any candidate for public

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office. Members of the corporation and the corporation may however use any funds or other materials as decided upon by the membership for the purpose of lobbying against an initiative or other non-partisan ballot measure or proposition allowed by law.

These bylaws shall not be construed to limit the right of any official or member of this corporation to appear before any legislative committee, at their own expense, to testify about matters involving the corporation.

**Section 13. Gifts.** The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or device for the general purposes or for special purposes of the corporation.

**Section 14. Dues.** The amount of dues shall be established by a majority vote of the council. Dues will be assessed of each member Council and are due and payable at or before the Annual Meeting. A failure to pay annual dues will be cause to change the status of a member Council to inactive.

**Section 15. Parliamentary Procedure.** All meetings shall be governed by Robert's Rules of Order, unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution or two thirds (2/3) of the membership.

**Section 16. Bonding.** The Board of Directors and/or the membership at large may require the treasurer and any other officer or employee of the corporation to give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the membership shall determine. The corporation shall pay the premiums required for such bonds.

**Section 17. Elections Procedures.** The President shall appoint an Elections committee as provided for herein these By-Laws. The Elections shall be held prior to any new business and shall follow the special orders, annual reports and committee actions. The elections shall be by secret ballot as provided herein and the ballot will cover all offices open to election. No one may be nominated for more than one office. The Nominations Committee shall present the slate of candidates and then open nominations to the floor for each office in succession. Following the close of nominations for all offices, the Elections will begin.

The Election Committee shall distribute, collect, tabulate the ballots, and report on the results to the membership at the meeting where the elections are held. Persons nominated for an office must be present at the meeting where the elections are held for that office in order to be elected to that office. In the event of a tie or a lack of a majority, a run off election for the contested office will be held, again by secret ballot, at the same meeting during which the initial election was held. For the purposes of elections a majority is defined as a majority of the eligible member's representatives present.

Only those representatives of members in good standing who have paid their dues and who have had representatives attend general meetings in the past year, shall be eligible for nomination to an Office and shall be eligible to vote. The attendance criteria requires a representative attend at least six (6) of the last twelve (12) meetings, or for a new member, at least half of the meetings since joining the Corporation.

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## **ARTICLE IX**

### **Amendments**

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the general membership. At least thirty (30) days prior, written notice setting forth a proposed action and time and place for a meeting shall be given to all members and all amendments or actions shall be handed out to all members present at the General Meeting prior to the one where they will be voted upon.

### **RECORDING SECRETARY'S CERTIFICATION**

This is to certify that the foregoing Bylaws of the Richmond Neighborhood Coordinating Council, Inc., have been duly adopted by the membership and by the Board of Directors at a

meeting held on September 8, 2008

/s/    James Jenkins      
Recording Secretary's Signature

          James Jenkins            
Recording Secretary's Printed Name

                  9/8/08                    
Date Signed