

Burbank Gardens Neighborhood Association **Bylaws**

(Revised January 2010)

ARTICLE I

The name of this association shall be Burbank Gardens Neighborhood Association.

ARTICLE II

OFFICE OF BUSINESS

There is no permanent Office of Business of the Association. The mailing address for the Association is: P. O. Box 3011, Santa Rosa, CA 95402. The Board Members may change the address from one location to another at any time. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

ARTICLE III

OBJECTIVES AND PURPOSES

Burbank Gardens Neighborhood Association is an Unincorporated Nonprofit Association organized for the charitable benefit of the neighborhood.

The specific purpose of this association is to encourage neighborhood participation by working to maintain the historic value, beauty, safety and diversity of our neighborhood. We collect, organize and distribute information pertinent to all Association Members and provide a unified voice to the City.

ARTICLE IV

LOCATION AND MEMBERSHIP

The location of the Association is described by the following boundaries: Sonoma Avenue to the North; "E" Street to the East; Maple Ave. to the South and Santa Rosa Avenue to the West. Membership in the Association shall be all of the owners and tenants of residential and commercial properties within the boundaries described above.

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ARTICLE V

BOARD MEMBERS

Section 1. Powers

- (a) General powers. The business and affairs of the Association shall be managed, and all Association powers shall be exercised, by or under the direction of the Members of the Board.
- (b) Specific Powers. The Members of the Board shall have the power to:
 - (i) Select and remove all officers, agents, and employees of the Association; prescribe any powers and duties for them that are consistent with these Bylaws.
 - (ii) Designate any place within Santa Rosa for the holding of any meetings, including annual meetings.
 - (iii) Adopt, make, and use an Association logo and alter the form of the logo.

Section 2. Number and Qualifications

The authorized number of Board Members shall be three to seven (3-7). Board Members need to be Members of the Association at the time of election until termination of office.

Section 3. Election and Term of Office of Board Members

Members of the Board shall be elected by the Board upon nomination from the Members of the Association or Members of the Board at the beginning of the fiscal year. The Board may alter the method of election at any time by amendment to this Section. The Term of Office for each Board Member shall be two (2) years. A Board Member elected to fill a vacancy shall hold office until expiration of the term for which elected.

Section 4. Officers

The Officers of the Board shall be the Chair, the Secretary and the Treasurer, and shall be selected annually by the Board.

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Section 5. Vacancies

- (a) Events Causing Vacancy. A vacancy in the Board shall be deemed to exist on the occurrence of the following:
- (i) The death, resignation, or removal of any Board Member.
 - (ii) Any Board Member changing their residence to outside the boundaries of the Association, therefore no longer being a Member of the Association.
 - (iii) The vote of the majority of Members of the Association to remove a Board Member.
 - (iv) The vote of the majority of Members of the Board to remove a Board Member.
- (b) Resignations. Any Board Member may resign, and their resignation shall be effective upon giving written notice to the Board. If the resignation of a Board Member is effective at a future date, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Board Member may resign when the Association would then be left without the minimum number of Board Members required by these Bylaws.
- (c) No Vacancy on Reduction of Number of Board Members. No reduction of the authorized number of Board Members shall have the effect of removing any Board Member before their term of office expires.

Section 6. Place of Meetings

Regular meetings of the Board may be held at any place within the City of Santa Rosa. Any meeting, regular or special, may be held by conference telephone call, email or video conferencing, so long as all Board Members participating in the meeting can communicate with one another. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Twenty-five Residents may call a General Meeting or a Board meeting upon written, signed submission to the Board.

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Section 7. Annual Meeting

The Association shall have at least one (1) General Meeting per year. The Board may call for additional General Meetings throughout the year. The need, time, place and agenda of all General Meetings shall be determined by the Board.

Section 8. Quorum

A majority of the authorized number of Board Members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for that meeting.

ARTICLE VI

COMMITTEES

The Association may have committees as may from time to time be designated by resolution of the Board. These committees shall act only in an advisory capacity to the Board.

ARTICLE VII

INSTUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments, Deposits and Funds

The Board, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

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Section 2. Checks and Notes

Two Board Members shall be signers on the checkbook; the Treasurer and one other Board Member as designated by the Board. Only one signature is necessary to write checks. The Treasurer shall be responsible for the checkbook. No one may sign a check to him/herself, to their spouse or significant other, or to their relative. The Treasurer shall make a report of accounts to the Board at Board meetings.

Section 3. Deposits

All funds of the association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the purposes of this association.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. Maintenance of Association Records

The Secretary of the Association shall keep:

- (a) Minutes of all meetings of the Board, committees of the Board and, of all meetings of Members of the Association, indicating the time and place of holding such meetings, whether regular or special, the names of those present and the proceedings thereof.
- (b) A copy of the Treasurer's reports.

Section 2. Board Members' Inspection Rights

Every Board Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of the Association of every kind.

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Section 3. Annual Report

The Board shall make a report of the activities of the Association for the previous year to the Members of the Association at the Annual General Meeting.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

ARTICLE X

PROHIBITION AGAINST SHARING ASSOCIATION PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association assets on dissolution of the Association.

Upon such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed to a nonprofit association or nonprofit corporation in Sonoma County.

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ARTICLE XI

AMENDMENT AND ADOPTION OF BYLAWS

These Bylaws, or any of them, may be altered, amended, or repealed, and new or amended Bylaws may be adopted by unanimous vote of the Board.