

## Maxwell Park Neighborhood Council

### Bylaws

#### Article I. Name and Location.

Section 1.1. **Name and Location.** The name of the organization is the Maxwell Park Neighborhood Council (“MPNC” or “Neighborhood Council.”) The principal mailing address of the MPNC is located at PO Box 18475, Oakland, CA, 94619. For the purposes of these bylaws, the MPNC consists of the Oakland Community Policing Beat “28X” as defined by the City of Oakland.

#### Article II. Purpose.

Section 2.1. **Purpose.** To help prevent crime, promote public safety, and enhance the quality of life in the Maxwell Park Neighborhood and surrounding areas.

#### Article III. Membership.

Section 3.1. **Eligibility.** Every resident located in the Maxwell Park Neighborhood, as defined by Oakland City Police Beat 28X, is automatically a member of the MPNC. Membership in this organization is by individual. Eligibility for membership is also open to any community member and any organization’s members that are sensitive to Maxwell Park Neighborhood’s community needs and interests, including but not limited to: merchant associations; home alert groups; school and parent-teacher associations; church organizations; community organizations; youth groups; and labor unions located within the boundaries of the Maxwell Park Neighborhood. Membership by these organization’s members or other individuals must be made through a request submitted to the Membership Secretary and must state their interest and relation to the Maxwell Park Neighborhood. The Membership Secretary shall seek the approval of the Board of Officers as necessary before approving these memberships. Members wishing to be notified about meetings, neighborhood activities, and other announcements must register with the Membership Secretary. Membership ceases when residency or interest by the Member or Member Group ceases.

The requirements for membership may be waived in special instances by majority vote of the Board of Officers.

Section 3.2. **Rights Reserved to Members.** The following rights are reserved to members of the MPNC:

- A. Election of voting members of the Board of Officers pursuant to Section 5.5.
- B. Privilege of removal of voting members of the Board of Officers, pursuant to Section 5.9.
- C. Initiation of amendments to these Bylaws pursuant to Section 13.1.

D. The right to one vote. Fractional votes are not permitted.

#### **Article IV. Meetings.**

Section 4.1. **MPNC Meetings.** The MPNC will meet typically monthly, and no less than once per Quarter, at a regularly designated time and place and be open to all MPNC members, in addition to the general public. Meetings are to be conducted in accordance with parliamentary procedures as described by “Robert’s Rules of Order: The Latest Edition.”

Section 4.2. **Board of Officers Meetings.** The Board of Officers will meet typically monthly, and no less than once per Quarter, at such times and places as the Chair or Membership Secretary may determine. A quorum at these meetings shall consist of two thirds of the voting members that make up the Board of Officers. These meetings shall be open to any member of the MPNC for observation and for open governance purposes. Attendance at these Board meetings by non-Board members are granted on a space available basis and upon request to the Membership Secretary at least one week prior to the meeting. Notification of the Board of Officers Meetings will be given to the membership and general public, pursuant to Section 8.1, at least two weeks prior to the meeting.

Section 4.3. **Meeting Quorum.** At least three (3) Officers for Board of Directors meetings must be present to conduct business. At least three (3) Officers from the Board of Directors and at least ten (10) members must be present to conduct business at a community meeting.

#### **Article V. The Board of Officers.**

Section 5.1. **Power and Authority.** The MPNC shall be governed by the Board of Officers.

A. The Board of Officers is the single governing body of the Neighborhood Council and shall actively promote the objectives of the Neighborhood Council, operating in accordance with, and administering and implementing the programs and policies established by these Bylaws and by the Board of Officers. Members of the Board of Officers are elected to serve by and are accountable to the members of the Neighborhood Council.

Section 5.2. **Title, Composition, and Duties of Officers.** Officers have the following titles and duties:

A. Chair. The Chair shall preside at all MPNC Meetings and any Board of Officer meetings, supervise the execution of Officer orders and resolutions, sign legal instruments if necessary, and will represent the MPNC in other community meetings. The Chair may delegate specific areas of responsibility to the Vice Chair. The Chair shall automatically become Immediate Past Chair at the end of his/her term as Chair for a one year period.

B. Vice Chair. The Vice Chair shall act in place of the Chair in his/her absence due to his/her inability to act, and shall exercise and discharge such other duties as directed by the Chair.

C. Membership Secretary. The Membership Secretary shall keep a current list of the names and addresses of the MPNC members and perform other duties as directed by the Chair.

D. Minutes Secretary. The Minutes Secretary shall record any member votes and keep the minutes of all MPNC meetings and any other meeting associated with the MPNC, on an as needed basis.

E. Treasurer. The Treasurer shall maintain proper books of account and other appropriate financial records in accordance with standard accounting practices, and be responsible for ensuring compliance with the preparation and review of financial documentation. He/she shall present an annual financial statement to be presented to the community generally every quarter but at least once per year.

F. Members At Large. The Members at Large shall serve on the Board of Officers and assist in the decision-making process of that body. Herein they will be noted as "Officers."

G. Junior Officer. Up to one (1) Junior Officer, up to the age of 21, may serve on the Board of Officers and assist in the decision-making process of that Body. Herein they will be noted as "Officer."

H. Immediate Past Chair. Shall serve as a voting member of the Board of Officers.

**Section 5.3. Number and Qualification of the Officers.** There shall be five (5) Officers and up to three (3) Members At Large (also known as "Officers"). Officers must be a member in good standing pursuant to Section 3.1. The Board of Officers will consist of a Chair, Vice Chair, Membership Secretary, Minutes Secretary, Treasurer, Junior Officer, Immediate Past Chair, and up to three Members At Large.

**Section 5.4. Nomination of Officers.** Any MPNC member may nominate a candidate (including themselves) for office. Nominations are to be made to the Chair or Membership Secretary in writing, and state name, address, member status, and position sought. Nominations must be received at least 31 days prior to an Election Meeting. Once nominations have been completed, they will be announced to the membership pursuant to Section 8.1 and at least 25 days prior to an Election Meeting.

**Section 5.5. Election of Officers.** Officers shall be elected at Election Meetings which shall occur once every year. Election Meetings are to be held the first month of the Election Year that of which is based upon a calendar year.

**Section 5.6. Appointment of Junior Officer.** The Board of Officers may appoint the Junior Officer as appropriate to carry out his/her duties. The term shall be for one year

from date of appointment. The Board of Officers may appoint or replace the Junior Officer as necessary. Any person who meets the requirements of a Junior Officer and wishes to be considered for the post must state his/her interest to the Chair.

**Section 5.7. Term of Offices.** The Chair shall serve as Chair and once removed from position, as Immediate Past Chair. Unless they resign, are removed, or become deceased, all Officers shall serve a term of one (1) year and will last until the next annual Election Meeting. All terms of office shall begin at the end of an Election Meeting except for the Junior Officer position which is appointed. There shall be no term limits.

**Section 5.8. Vacancies.** A vacancy in any position on the Board of Officers shall be filled in accordance with the following procedures:

- A. If the vacancy is the Chair, the Vice Chair shall automatically become Chair for the remainder of that term for which elected.
- B. If the vacancy is in the office of the Vice Chair, the Board of Officers shall appoint a member of the MPNC to serve for the unexpired portion of the term of that Vice Chair.
- C. If the vacancy occurs in the office of the Treasurer, the Board of Officers shall appoint a member of the MPNC to serve for the unexpired portion of that term, if the term is less than six months. If the term is more than six months, the Board of Officers shall appoint a member of the MPNC to temporarily serve and will seek to hold an Election Meeting to fill the position for the unexpired portion of the term of that Treasurer as soon as possible.
- D. If the vacancy occurs in the office of Minutes Secretary, Membership Secretary, or Members At Large, the Board of Officers will hold an election to fill the vacancy for the unexpired portion of the term.

**Section 5.9. Removal of Officer.** Officers may be removed from Office for any of the following reasons:

- A. By a two-thirds vote from Members present at a MPNC regular meeting for any reason. Those wishing to remove an officer must make known their wishes no less than 28 days prior to a regular MPNC meeting. Members must be notified of the Removal of Officer meeting no less than 28 days prior to the meeting date and pursuant to Section 8.1
- B. By The Board of Officers if an Officer no longer meets the membership qualifications in effect
- C. By The Board of Officers if the Officer fails to attend three (3) consecutive meetings or six (6) regular MPNC meetings or Board of Officers meetings within one year.

An Officer may resign at any time by giving written notice to The Board of Officers.

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**Article VI. Neighborhood Action Teams.**

Section 6.0. **Neighborhood Action Teams (“NATs”).** The Board of Officers may establish and dissolve standing NATs, Working Groups, and other entities necessary to conduct the Neighborhood Council’s business, and designate and change their charges and determine their size, member qualifications, and terms.

Section 6.1. **Responsibilities.** The Neighborhood Action Teams shall be established to identify and discuss issues of concern to members and provide advice to the Board of Officers. The NATs shall not make any public statement or take positions on behalf of the Board of Officers without having obtained approval from the Board of Officers, but may make public statements in accordance with their individual NAT. Each NAT shall have the following responsibilities:

- A. Identify, analyze, discuss, and prioritize issues of concern to members in accordance with their NAT’s area of focus.
- B. Advise the Board of Officers on issues that need to be considered as the MPNC engages in planning to advance the purposes of the MPNC.
- C. Provide advice to the Board of Officers on issues that the Board of Officers brings to the NATs.
- D. Review and comment on policy documents and Bylaws prior to final approval and submission by the Board of Officers.

Section 6.2. **Composition.** Each NAT will have at least one (1) Chair and no more than two (2) Co-Chairs. Members of NATs follow the same membership requirements pursuant to Section 3.1.

Section 6.3. **Appointment of NAT Chairs.** The Board of Officers may appoint NAT Chairs as appropriate to carry out its duties. NAT Chairs are ex officio (non-voting) members of the Board of Officers. NAT Chairs and members are constructed by volunteer efforts only and do not carry a term. The Board of Officers may appoint or replace NAT Chairs as necessary.

Section 6.4. **Removal of NAT Chairs.** Any appointed NAT Chair may be removed from office by the Board of Officers if:

- A. The member is absent from their duties as Chair for a at least four (4) consecutive months or
- B. The member is no longer in good standing in the MPNC.

Section 6.5. **Compensation of Officers and Members.** Officers shall not be compensated for duties as an Officer. Officers and Members may be reimbursed for expenses incurred in connection with MPNC business if funds available and upon prior approval of purchase amount by Treasurer.

## Article VII. Election Meetings and Voting Rights

Section 7.1. **Voting Rights.** There is one vote per MPNC member. Fractional votes are not permitted.

Section 7.2. **Location of Election Meetings.** All Election Meetings shall be held at the regular meeting location for MPNC.

Section 7.3 **Meeting Notice.** The Board of Officers shall give notice of Election Meetings to all registered MPNC members and to the city-appointed Neighborhood Services Coordinator, through any means of communications possible pursuant to Section 8.1, at least sixty (60) days prior to the meeting. The notification shall include the location, day & hour, matters that Members will be voting on, and the purpose of the meeting.

Section 7.4. **Election Quorum.** Members must be present at Election Meetings to cast their vote. At any Election Meeting, at least twenty (20) Members who are entitled to cast votes shall vote in order to constitute a quorum. In each case where a candidate withdraws from an election after the ballots have been prepared, the candidates remaining shall constitute the slate.

- A. If a Quorum is not present at any Election Meeting, a majority of the present voting power may adjourn the meeting to a date not less than five (5) days or more than thirty-five (35) days later without notice (other than the announcement at the meeting). A time and place for the subsequent Election Meeting shall be fixed prior to the adjournment of the meeting.

Section 7.5. **Proxies.** Proxies will not be accepted by the MPNC for any matter that requires a vote by the membership.

Section 7.6. **Written and Absentee Ballots.** Written and Absentee Ballots are considered acceptable ways in which to vote pursuant to Section 7.1.

- A. Ballots provided by or distributed to Members shall:
  - i. Provide that the vote shall be cast in accordance with the choice specified by the Member;
  - ii. State the length of time it will be valid;
  - iii. Afford the opportunity to specify a choice between approval and disapproval of each matter or group of matters to be acted upon, and;
  - iv. Contain the Member's name, address, and signature.

Section 7.7. **Voting Requirements.** A majority, fifty percent (50%+) plus one taken, of the total voting members represented at the Election Meeting shall prevail. Decisions made by that majority shall be deemed decisions of the Membership of the MPNC. In the event of a deadlock on a matter, there shall be a second vote, and if a deadlock again results, the matter shall fail.

### **Article VIII. Conduct of Business.**

Section 8.1. **Conducting Business.** The Board of Officers, NATs, and other Working Groups may conduct business by electronic or non-electronic means including mail, telephone, fax, email, computer, bullet board, or other appropriate means. Any member who wishes to receive information in a mailing format shall notify the Membership Secretary.

### **Article IX. Discrimination.**

Section 9.1. **Discrimination.** The MPNC shall not discriminate on the basis of race, national origin, religion, political affiliation, age, gender, gender identification, sex, sexual orientation, citizenship, or handicapping condition. All programs and activities of the MPNC shall be conducted in furtherance of this policy.

### **Article X. Indemnification.**

Section 10.1. **Indemnification.** Every member of the Board of Officers, NATs, or MPNC shall be indemnified by the Neighborhood Council against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or MPNC in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or member of the MPNC, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the MPNC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or MPNC is entitled.

### **Article XI. Financial Administration.**

Section 11.1. **Fiscal Year.** The fiscal year of the MPNC shall be January 1 - December 31 but may be changed by resolution of the Board of Officers.

Section 11.2. **Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and invoices shall be signed or endorsed by such officer or officers or agent or agents of the MPNC and in such manner as shall from time to time be determined by resolution of the Board of Officers or of any committee to which such authority has been delegated by the Board.

Section 11.3. **Deposits and Accounts.** All funds of the MPNC, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks as the Board of Officers may select, or as may be selected by the Chair. For the purpose of deposit and for the purpose of collection for that account of the MPNC, checks, drafts, and other orders of the MPNC may be endorsed, assigned, and delivered on behalf of the MPNC by any officer of the MPNC.

**Article XII. Books and Records.**

Section 12.1. **Rights to Inspection.** The MPNC Bylaws, accounting books, and minutes of proceedings shall be kept at such places designated by the Board of Directors; in the absence of such designation, at the principal home of the Chair.

Section 12.2. **Annual Report to Members.** An annual report will be distributed to all members of the MPNC at a regular meeting. Members wishing to receive an Annual Report by mail shall notify the Membership Secretary.

Section 12.3. **Inspection of Records by Officers.** Every Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and physical properties of the MPNC. This inspection may be made in person or by an agent of the officer, and the right of inspection includes the right to copy and make extracts of documents.

**Article XIII. Amendments to Bylaws.**

Section 13.1. **Amendment.** These Bylaws may be amended by:

A. By the Board of Officers by two-thirds vote of its members, except for any amendment involving a matter reserved to members under Section 3.3. If the matter is reserve to members, it shall, after the required Board of Officers approval, be submitted to members for vote and shall require for adoption a two-thirds vote at a regularly scheduled meeting of those members of the MPNC voting body. Members must be notified at least thirty (30) days in advance of the proposal amendment.

B. Members may initiate and propose amendments to these Bylaws.

Executed this day the 8 day of January, 2009, by the following:

Krista C. Gulbransen, Maxwell Park Bylaws Committee Chair