

## **Maxwell Park Neighborhood Council**

### **Bylaws**

#### **Article 1. Name and Location**

**1.1 Name and Location.** The name of the organization is the Maxwell Park Neighborhood Council (“MPNC” or “Council.”) The principal mailing address of the MPNC is located at 4100-10 Redwood Road, PMB 308, Oakland, CA, 94619-2363. For the purposes of these bylaws, the MPNC consists of the Oakland Community Policing Beat “28X” as defined by the City of Oakland.

#### **Article 2. Purpose**

**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 3. Membership**

**3.1 Membership.** Membership in the Maxwell Park Neighborhood Council (MPNC). Every resident located in the Maxwell Park Neighborhood in Oakland can be a member of the MPNC. Membership is also open to any community members and organizations that are sensitive to 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 ceases when residency or interest by the Member or Member Group ceases.

#### **Article 4. Meetings**

**4.1 Regular Meetings.** The MPNC will meet monthly 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 according to the parliamentary procedures as described by “Robert’s Rules of Order: The Latest Edition.”

**4.3 Meeting Quorum.** At least three (3) Officers must be present to conduct Board of Officers meetings and at least twelve (12) members must be present to conduct business at a community meeting.

#### **Article 5. The Board of Officers**

**5.1 Powers and Duties of Board of Officers.** The MPNC shall be managed by the Board of Officers.

**5.2 Title 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 President may delegate specific areas of responsibility to the Vice Chair.

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.

**5.3 Number and Qualification of the Officers.** There shall be five (5) Officers. Officers must be Maxwell Park residents, community members, or a member of a community organization which is associated with the Maxwell Park neighborhood. The Board of Officers will consist of a Chair, Vice Chair, Membership Secretary, Minutes Secretary, and a Treasurer.

**5.4 Nomination of Officers.** Any MPNC member may make a nomination prior to an Election Meeting. Nominations are to be made at a Neighborhood Council Meeting held one month prior to an Election Meeting.

**5.5 Election of Officers.** Officers shall be elected at Election Meetings which are to be held during an Election Year of which shall occur once every two years. Election Meetings are to be held the first and sixth month of the Election Year, that of which is based upon a calendar year. Election Years will be every other year (determined by the first set of formal elections). Mid-term vacancies may be filled by having a Special Election subject to the nomination of Officer Terms described above, except that Special Elections are to be held at the Neighborhood Council Meeting the month following nominations for the vacant position(s).

**5.6 Term of Officers.** Unless they resign, are removed, or become deceased, Officers shall serve a term of two (2) years. Officer's terms shall be staggered so that two (2) Officers are elected in first half of an election year, and three (3) Officers are elected in the second half of an Election Year.

**5.7 Removal/Resignation of Officers.** Officers may be removed by a Members vote for any reason, by The Board of Officers if an Officer no longer meets the qualifications in effect, or by The Board of Officers if the Officer fails to attend four (4) regular monthly MPNC meetings. An Officer may resign at any time by giving written notice to The Board of Officers. In the event of a removal of an Officer, resignation, or death of an Officer, his/her successor shall be selected by having a Special Election subject to the nomination of Officer Terms described above, except that Special Elections are to be held at the Neighborhood Council Meeting the month following nominations for the vacant position(s).

**5.8 Compensation of Officers.** Officers shall not be compensated but may be reimbursed for expenses incurred in connection with MPNC business.

#### **Article 6. Committees.**

**6.1 Committees.** The Board of Officers may appoint committees as appropriate to carry out its duties. Committees Chairs and members are constructed by volunteer efforts only and do not carry a term. The Board of Officers may appoint or replace committee Chairs as necessary.

#### **Article 7. Voting Rights**

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

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

**7.3 Meeting Notice.** The Board of Officers shall give notice of Election Meetings to as many Maxwell Park residents as possible, through any means of communications possible, at least twenty (20) but not more than forty-five (45) days before the meeting shall take place. In addition, the MPNC shall notify as many other MPNC members that are not specifically Maxwell Park Neighborhood residents, through any means of communications possible. The notice shall include the location, day & hour, matters that Members will be voting on, and the purpose of the meeting.

**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.

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 (30) 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.

7.5 **Proxies.** No proxies will be accepted by the MPNC for any matter that requires a vote by the membership.

7.6 **Voting Requirements.** A majority, fifty percent (50%+) plus one taken, of the total voting members represented at the Election Meeting shall prevail and 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.

7.7 **Parliamentary Procedure.** Election Meetings shall be conducted in accordance with a recognized system of parliamentary procedure.

### **Article 8. Amendments to Bylaws**

8.1 **Amendment.** The Bylaws may be amended at any MPNC meeting. Members must be notified at least thirty (30) days in advance of the proposal amendment. Two-thirds (2/3) of those present and voting must approve the change.

Executed this day the X of X 2005, by the following: