

BYLAWS OF THE ROSEVILLE COALITION OF NEIGHBORHOOD ASSOCIATIONS

ARTICLE I

Definitions

Section 1. Name of Corporation. The name of this Corporation shall be the Roseville Coalition of Neighborhood Associations and shall be referred to herein as "RCONA".

A. The members of the RCONA Board shall be referred to as Neighborhood Representatives; and for purposes of these bylaws the RCONA Board of Neighborhood Representatives shall be referred to as the "RCONA NR Board".

Section 2. Corporation is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 3. Location of Principal Office. The principal office of RCONA will be located at such place as the Board may from time to time designate by resolution within the City of Roseville, County of Placer, State of California.

Section 4. Fiscal Year. The Fiscal year for RCONA shall be the calendar year.

ARTICLE II

Specific Purpose

Section 1. Specific Purpose. The specific purpose for which RCONA is organized is to improve and/or maintain the quality of life within the City of Roseville by working with neighborhood associations to solve social, physical and economic problems; by facilitating communications within and between neighborhoods; by providing support to neighborhood associations and projects which raise the level of community participation by citizens; and by engaging in any lawful activity.

ARTICLE III

Neighborhood Association Membership

Section 1. Membership. Neighborhood Associations (NA) within the City of Roseville, as recognized within geographic boundaries by RCONA, shall be eligible for membership.

A. Neighborhood Associations may create their own bylaws, or they may adopt RCONA sample NA bylaws and enact standing rules as necessary during the activation or reactivation process. The RCONA Bylaws Committee shall review all proposed Neighborhood Association bylaws and standing rules, and refer potential conflicts to the RCONA NR Board for resolution.

B. All proposed amendments of Neighborhood Association bylaws are subject to review by the RCONA Bylaws Committee, and must be submitted to RCONA for approval prior to distribution to the Neighborhood Association members.

C. The RCONA Bylaws Committee has the right to make periodic reviews of the NA bylaws and requires updates to NA bylaws to maintain compliance with the RCONA Bylaws and Code of Ethics.

Section 2. Eligibility. The recognition criteria for Neighborhood Associations shall be as follows:

A. The Neighborhood Association is organized in a process of its choice with at least four (4) members. Neighborhood Associations must designate one of its NA Board members (at least eighteen (18) years of age) to be its representative to the RCONA NR Board. A quorum for an NA Board meeting is a simple majority of the current number of NA Board members, requiring one member more than half (which would be 3 members for a 4-member board).

B. Neighborhood Association membership is open to any resident, property owner, business owner or their designee, and a representative of any nonprofit organization located within the neighborhood.

C. A married couple may both be elected for a Neighborhood Association Board at the same time. As an NA Board member, each has a vote for NA Board decisions. However, only one may vote at a general meeting—one member per developed lot. Only one may be eligible to be a co-signer on NA checks at a time.

D. Voting at NA General Meetings shall be one per developed lot or business. A business within a residence does not have a separate vote. Each business within a single commercial development established for multiple individual businesses on site may be entitled to a separate vote. A multiple dwelling rental facility shall be considered one developed lot and entitled to only two votes—one for owner/management and one for its collective tenants. The facility residents may elect one representative to run for election to the NA Board.

E. An organization formed around a single issue shall not be recognized as a Neighborhood Association.

F. In order for an organization to be recognized as a Neighborhood Association, it must notify an RCONA Neighborhood Organization Committee (NOC) member and have completed the activation items in the Policies and Procedures manual. Upon completion of the review by the RCONA NOC, the Neighborhood Association will be recommended for consideration at the next RCONA NR Board meeting.

Section 3. Neighborhood Meetings. Neighborhood Associations shall conduct one (1) General Annual Election Meeting to be held each year. Other General Meetings and/or events may be held at other times as may be scheduled by the NA Board. Open Neighborhood Association Board meetings are to be held at least quarterly. Both General Meetings and NA board meetings are considered open to the public; special meetings should be set where an item of a confidential personal nature must be discussed.

A. All open NA General or Board meetings are to be held at public locations in or near the neighborhood and shall be openly publicized. Publication shall include, at a minimum, a posting of a notice of the meeting in a public place within the neighborhood at least seven (7) days prior to the meeting. This seven-day notice requirement may be waived where meetings are regularly scheduled at the same place, time and date. Neighborhood Associations shall publish meetings with the best media available to the neighborhood, host elections, elect officers, publish minutes within 10 days after approval to neighborhood association members publicly (either on its own website or the tab under RCONA's website).

Section 4. Neighborhood Association Designation. Neighborhood Associations shall be determined on the basis of recognizable geographic boundaries and a common community of interest, to be determined by the RCONA NR Board and the appropriate Roseville City Representative(s).

Section 5. Annual Certification. Prior to the annual November nominations for officers, the RCONA Secretary shall certify to the RCONA NR Board that all Neighborhood Associations meet the criteria for recognition.

ARTICLE IV

RCONA Board of Neighborhood Representatives

Section 1. Membership. The number of member Neighborhood Representatives shall not be more than there are member Neighborhood Associations recognized by RCONA. One Neighborhood Representative shall represent one Neighborhood Association. The Neighborhood Representative eligible for membership in RCONA and to represent his/her neighborhood will be selected by and from his/her Neighborhood Association. A. Neighborhood Representatives shall endeavor to promote the objectives of RCONA to the best of their ability. Each is expected to attend as many of the meetings as possible and, when called upon, to help in any other way asked of them.

Section 2. Terms of Office. Terms of office for each Neighborhood Representative shall be for the length of one (1) year or until replaced by his/her Neighborhood Association during the NA's required annual election. An alternative method would be to have half the board elected for two (2) year alternating terms, electing half one year, the other half the next year. Each neighborhood shall appoint a Neighborhood Representative and an alternate to serve on the RCONA NR Board by submitting a letter of appointment prior to the RCONA NR Board's October meeting. Any Neighborhood Representative may be reappointed.

A. If any elected or appointed Neighborhood Representative is unable to serve or resigns, the NA President shall notify the RCONA President of the vacancy within ten (10) business days of the time the vacancy occurs and provide the new Neighborhood Representative's name and contact information.

B. Any replacement of the Neighborhood Representative would be for the remaining term of the previous Neighborhood Representative being replaced.

Section 3. Removal. Following a thorough investigation pursuant to the RCONA Disciplinary Procedures, any Neighborhood Representative may be removed for just cause by a 2/3 vote of the RCONA NR Board in attendance at a meeting where a quorum as defined in Article VII, Section 4, is present. Removed Neighborhood Representatives are not eligible for reinstatement to the RCONA NR Board. The RCONA Disciplinary Procedure (available on RCONA's online procedures) provides a suggested timeline and actions needed to provide a thorough investigation.

A. Just cause for removal includes, but is not limited to, misconduct and/or inactivity. Allegations shall be presented in writing by any Neighborhood Representative to the RCONA President (or to the RCONA Vice-President if the President is the subject of the allegation(s)). The RCONA President (or Vice-President) shall appoint a special Investigative Panel pursuant to the RCONA Disciplinary Procedure

within 48 hours, or as soon thereafter as possible.

B. After completion of an investigative process pursuant to the RCONA Disciplinary Procedure, if the Investigative Panel finds just cause may exist for further discipline, the committee shall render its findings in writing to the Board of Neighborhood Representatives forty-eight (48) hours prior to the RCONA NR Board meeting for further hearing and/or action as may be required.

Section 4. Corporate Powers. All the corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be controlled by its Board of Neighborhood Representatives.

ARTICLE V

RCONA Executive Board

Section 1. Members. The RCONA Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and up to five Members-at-Large. Any certified NA Board member is eligible to serve on the RCONA Executive Board, but no more than two members from the same NA may serve concurrently. Exception: If an NA board has married couple(s) serving, only one spouse is eligible to serve on the RCONA Executive Board. If two NA members from the same NA are elected to the RCONA Executive Board only one member can serve as an Officer, the other member must serve as a Member-at-Large.

The RCONA Board Neighborhood Representatives shall vote for a slate of Executive Board candidates to elect (5) minimum to (9) Maximum Executive Board members

Immediately following the RCONA NR Board meeting, the newly selected Executive Board members will meet to select their officers and Members-at-Large.

Section 2. Terms of Office. All officers shall serve a term of one (1) year (January through December) if elected at the December elections or until replaced. Officers elected at special elections during the year shall serve to December 31 of the year elected. In either situation, elected officers may complete their terms of office even if they cease to represent their Neighborhood Association. Officers' duties shall be as described herein and in the RCONA Policies and Procedures and include service on the Executive Board. Members-at-Large vacancies may be filled by appointment by the President. The immediate past president may serve as ex-officio on the Executive Board, in an advisory capacity only (no voting rights on the Executive Board). The ex-officio would still have a vote as a Neighborhood Representative only if he or she is designated as the active representative for his/her Neighborhood Association. Executive Board meetings are public meetings with the exception of a meeting called to address the conduct of a specific member.

Section 3. Roles and Responsibilities. The Executive Board's purpose is to handle administrative and operational duties on behalf of RCONA, e.g.

- Provide assistance, materials, or offer suggestions to NAs as may be requested.
- Ensure effective operational planning—prepare agendas and meet logistic requirements for meetings and activities; establish and review policies and procedures for day-to-day operations.
- Ensure competent management of financial resources—oversee fundraising, assets, distribution of expenditures and reimbursements within prepared budgetary and procedural restraints as approved by the Board of Neighborhood Representatives.

- Ensure administrative needs are met—timely processing of corporate documentation and business renewal needs, review correspondence for Board response, and help enhance RCONA's public image.
- Provide guidance for committees—solicit membership for, receive updates from, and present reports to the Board of Neighborhood Representatives.

The Executive Board's performance is accountable to the full RCONA NR Board. Staff of the City of Roseville's Neighborhood Services Unit and Neighborhood Policing Unit serve as liaisons to the Executive Board in order to facilitate securing presenters from City staff, addressing issues of mutual concern, and preparing and distributing agreed upon information and materials to others including the full membership.

Section 4. Executive Board Vacancies. Vacancies in any office shall be filled by election by the RCONA NR Board for the unexpired portion of the term. Any intent to fill these vacancies shall be placed on the agenda of the next regularly scheduled RCONA NR Board meeting, providing all Neighborhood Representatives with standard meeting notice.

Section 5. Order of Authority. The President shall preside at meetings of the RCONA NR Board and shall be the Chief Administrative Officer of the RCONA NR Board. The Vice-President shall, in the absence or incapacity of the President, exercise the power and duties of the President. The Secretary shall, in the absence or incapacity of the President and the Vice-President, call the meeting to order and preside until the immediate election of a chairman pro-tem. The Treasurer shall, in the absence or incapacity of the Secretary shall call the meeting to order and preside until the immediate election of a chairman pro tem.

Section 6. Election of Executive Board Members. A nominating committee shall be elected by the RCONA NR Board at the October meeting and should submit a slate of candidates at the November meeting at which time nominations from the floor will be accepted. Election of Executive Board members shall occur at the first meeting in December each year. If there are more than nine (9) candidates for nomination, the balloting shall be in writing; otherwise, the ballot shall be a voice vote. No floor nominations will be accepted at the December meeting. Immediately following the RCONA NR Board meeting, the newly elected Executive Board members will meet to select their officers and Members-at-Large by position; this vote and its results shall be incorporated into the Minutes of the RCONA NR Board meeting. [NAs are free to choose either election method for their NA elections—either by direct elections of board positions, or optional election of board members who will then vote their board positions.]

Section 7. Removal. Any Executive Board member may be removed from office pursuant to Article IV Section 3 above and the RCONA Disciplinary Procedure.

Section 8. Quorum. A quorum shall be required and defined as a simple majority of the active Executive Board members.

ARTICLE VI

Duties of RCONA Officers

Section 1. President. The President shall preside at meetings of the RCONA NR Board and Executive Board and shall be the Chief Administrative Officer of the RCONA NR Board.

Section 2. Vice President. The Vice-President shall, in the absence or incapacity of the President, exercise the power and duties of the President.

Section 3. Secretary. The Secretary shall be custodian of the records of the Corporation and keep or have kept an accurate record of the activities of the Board, which shall be preserved and available for inspection by all members as outlined in the Policies and Procedures of RCONA. In the event the Secretary cannot attend a meeting, the President or the presiding officer at the meeting can appoint any Corporation member to fulfill the secretarial function until the Secretary returns.

Section 4. Treasurer. The Treasurer shall keep and maintain the financial records, ledgers, and bank account in accordance with accepted accounting practices as outlined in the Policies and Procedures of RCONA.

ARTICLE VII

RCONA NR Board Meetings

Section 1. Board Meetings. Regular meetings shall be held monthly as designated by the RCONA NR Board.

Section 2. Special Meetings. Special meetings may be called by the President or at the request of any three (3) Board members. Notice of special meetings shall be given to each member not less than forty-eight (48) hours prior to the time of the meeting.

Section 3. Public/Confidential. All RCONA NR Board meetings shall be open to the public except those discussions related to confidential matters involving actions of an individual member, grievances, or of a possible legal nature.

Section 4. Quorum. A simple majority of the currently active Neighborhood Association Representatives holding office shall constitute a quorum for the transaction of business at any Board of Neighborhood Representatives meeting. Neighborhood Association board members shall be notified if their Representative or an alternate miss two (2) or more consecutive regular RCONA NR Board meetings and warned that its status shall be considered inactive if a representative misses a third consecutive regular RCONA NR Board meeting.

Section 5. Non-member's Opportunity to Speak. Non-Board members (those who are not NA Board members or recognized Advisory Council members) present at RCONA NR Board meetings shall be offered the opportunity to speak during periods authorized for Public Comment—at the beginning of the Board meeting as designated for matters not on the agenda, or prior to a final vote on a pending motion after member discussions have been completed. However, a two-thirds (2/3) vote of the Board members in attendance is required to suspend the rules to allow a non-member to speak in debate during the current session.

Section 6. Right to Vote. Each Neighborhood Representative of an 'active' recognized RCONA Neighborhood Association is entitled to one vote when a matter is put to a decision. An alternate NA Board member designated by the Neighborhood Association prior to the meeting is entitled to vote only in the absence of the Neighborhood Representative. No proxy votes shall be allowed.

Section 7. Voting. All questions and votes shall be decided by a majority of the votes cast at any meeting of the RCONA NR Board, except those where a two-thirds (2/3) vote is required.

Section 8. E-Mail Voting. If needed to establish a vote in an emergency situation only, where time would not allow the vote to be delayed to the next regularly scheduled RCONA NR Board meeting, the RCONA Secretary or President's designee shall, at the authorization of three or more Executive Board members, issue the subject matter for an Electronic (E-Mail) vote from the RCONA NR Board members. In a situation where a matter was overlooked at an RCONA NR Board meeting, as soon after the meeting as the issue was discovered and approval obtained, the RCONA Secretary or President's designee shall solicit votes only from those Neighborhood Representatives that were in attendance at the RCONA NR Board meeting and would otherwise have been able to vote on the matter.

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Section 9. Teleconference Meetings. Meetings convened using video conferencing software are considered to follow all the normal rules for in-person general and special meetings set out in this document only those RCONA NR members with working video feed count toward quorum requirements. Right to Vote, only those with active video feed for identity verification may vote. Voting, to count the vote, a roll-call vote must be used.

Section 10. Rules of Order. Robert's Rules of Order, current edition, shall govern meetings of the RCONA NR Board and its committees except as otherwise provided in these bylaws.

ARTICLE VIII

RCONA Committees

Section 1. Purpose. The RCONA NR Board shall create such committees as it deems necessary to carry out the work of RCONA.

Section 2. Eligibility. Any member of any recognized Neighborhood Association is eligible to serve on any committee of the Corporation.

Section 3. Chairperson. The RCONA NR Board shall designate the Chairperson of each committee; however, only NA Board members are eligible to be chairpersons of committees.

Section 4. Standing Committee. Members of Standing Committees should be appointed at the January RCONA NR Board meeting; the term of the members shall expire on December 31 unless reappointed.

Section 5. Special Committees. Members of all single task committees shall serve for one (1) year from the date of their appointment or until their successors have been appointed.

Section 6. Reports. All committees shall report to the RCONA NR Board at the regular monthly RCONA NR Board meeting and at such other times as required by the RCONA NR Board.

Section 7. Board Approval. Unless otherwise stated in an adopted procedure, all committee recommendations require RCONA NR Board approval before enactment.

Section 8. Member Removal. Any committee member may be removed from a committee pursuant to Article IV Section 3 above.

ARTICLE IX

Advisory Council

Section 1. Purpose. RCONA shall establish an advisory council whose purpose is to provide assistance, expertise, advice, and perspective to the Corporation.

Section 2. Members. Membership on the advisory council shall be open to representatives of government and its departments, nonprofit organizations, and local businesses as selected by motion and majority vote of 'confirmation' of the RCONA NR Board at the January meeting, or as needed as liaisons change.

Section 3. No Right to Vote. Members of the advisory council are non-voting participants. ARTICLE X

Grievance Procedures

The standard Grievance Procedures herein pertain to matters not of a confidential nature (matters not subject to the potential removal of an RCONA NR Board or NA Board member(s)). However, where the matter at issue involves the misconduct and/or inactivity of an RCONA NR Board or NA Board member(s) and may potentially result in the removal of that member(s), the matter should proceed under the RCONA Disciplinary Procedure and maintained in strictest confidence.

Section 1. Mediation. Any individuals and/or groups associated with RCONA are encouraged to reconcile differences through one-on-one dialogue or mediation. Failing resolution through mediation, any such person who feels they have been adversely affected by an alleged violation of the RCONA Bylaws or decision of the Board may initiate a formal Grievance.

Section 2. Grievance. A complainant shall submit a written Grievance to the President of the RCONA NR Board. The complaint must be submitted within thirty (30) days of the alleged bylaws violation or adverse decision. Upon receipt of the Grievance, the President shall appoint a Grievance Review Panel (comprised of three (3) volunteer Neighborhood Representatives). The panel members shall select the chairperson and may set a time limit for the speakers.

Section 3. Public Hearing. The Panel will review the Grievance and, within seven (7) days, set a public hearing date to be held within thirty (30) days of receipt of the Grievance. The complainant shall be notified at least twenty-eight (28) days prior to this meeting. The complainant and all those who wish to present relevant comments will be given an opportunity to be heard at the hearing. Following the hearing, the Panel will confer and render its recommendation(s) in writing to the RCONA NR Board (recommendation kept confidential until the meeting).

Section 4. Final Decision. The Panel's decision will be presented to the RCONA NR Board at the next regular RCONA NR Board meeting. A majority vote of the RCONA NR Board will be considered the final decision of the RCONA NR Board and entered in the Minutes.

ARTICLE XI RCONA Bylaws Amendments

Section 1. RCONA Bylaws Amendment. The RCONA Bylaws may be amended by a two-thirds (2/3) vote of the Neighborhood Representatives present at any regular meeting of the Corporation. Any proposed change must be submitted to the RCONA NR Board at a regular meeting and may not be voted upon until the next regular meeting.

Section 2. Bylaws Committee. The Bylaws Committee shall ensure that the policies, procedures, and standing rules of RCONA are consistent with each other and are in compliance with current local, state and federal laws, regulations and contracts. The Bylaws Committee shall make an annual report to the RCONA NR Board and recommendations to the RCONA NR Board as necessary.

Section 3. Policies & Procedures Amendment. RCONA's Policies and Procedures may be amended by submitting a proposal to the appropriate committee for review. Following review and discussion, the committee chairperson will present the amendment for approval by a majority vote at the next regular RCONA NR Board meeting.

ARTICLE XII

Political Activity

RCONA shall not officially or otherwise support or oppose any local, statewide, or federal candidate for appointed or elective office, initiative, referendum or recall measure. Nothing here shall prevent RCONA from addressing any governmental body or representative on local issues of interest provided that such participation does not involve an initiative, referendum, recall, or candidate for elective office. The intent of this article is to ensure RCONA does not become a political action committee and politically partisan organization.

These Bylaws of the Roseville Coalition of Neighborhood Associations (RCONA) approved by vote of the Board of Neighborhood Representatives on:

Date: January 21, 2021 Place: Roseville, California

Kevin LaChance, RCONA President 2021

Original bylaws Incorporated 2-28-97

Complete Review and Revisions where deemed, approved July 18, 2011

Complete Review and Revisions where deemed, approved August 20, 2015

Minor changes to Art. VII, Sect.6; Art VIII, Sect.2 & 3, approved July 20, 2017

Changes to Art.III, Sect.2 & 5, Art.V, Sect.1 & 5, approved Oct 18, 2018

Changes to ART V, Sect 1, 2 & 6, ART VII, Sect 4 & 8, approved Feb. 18, 2021