

BYLAWS
OF
LAND PARK COMMUNITY ASSOCIATION,
a California nonprofit public benefit corporation

PREAMBLE

Founded in 1985 to preserve William Land Park, the LAND PARK COMMUNITY ASSOCIATION actively participates in developing a better environment for the Land Park neighborhood and for Sacramento.

ARTICLE I - NAME

1.1 The name of the Association shall be the LAND PARK COMMUNITY ASSOCIATION (LPCA).

ARTICLE 2 - OFFICES

2.1 The principal office of LPCA is located in Sacramento County, California. The Board Members may from time to time change the location of the principal office from one location to another in this county.

ARTICLE 3 - NONPARTISAN ACTIVITIES

3.1 LPCA is a corporation formed under the California Nonprofit Public Benefit Corporation Law. It shall be nonprofit and nonpartisan. LPCA shall not participate in any political campaign of any candidate for public office.

ARTICLE 4 - DEDICATION OF ASSETS

4.1 The properties and assets of LPCA are irrevocably dedicated to social welfare purposes. No part of the net earnings, properties, of assets of LCPA, on dissolution or otherwise shall inure to the benefit of any private person or individual, or any member or board member of LPCA. On the liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501 (c)(3).

ARTICLE 5 - MEMBERSHIPS

5.1. Types of Memberships. Full membership is open to: (a) all residents over eighteen (18) years of age who reside within Land Park; (b) property owners who own property within Land Park; and (c) businesses who maintain a physical presence in Land Park. Land Park shall be considered the community bounded on the east by Freeport Boulevard, from Fruitridge Road, north to Sutterville Road, then east to the Union Pacific railroad tracks, then north following the tracks to 21st Street, continuing north to the Business 80 Freeway, west to Interstate 5, then south to Seamas-Fruitridge Road. Business members shall constitute a separate class of membership for purposes of setting annual dues and determining membership benefits, provided that business members shall have identical voting rights to other members.

5.2 Dues. Full membership shall be ten dollars (\$10.00) per calendar year either on an individual or household basis. Associate memberships shall be ten dollars (\$10.00) per year. The amount of dues may be changed by the Board Members or by the membership at any membership meeting. Annual dues are payable on a calendar year basis.

5.3 Rights of Members.

- (a) Voting Rights. Each full membership either by individual or household shall be entitled to one (1) vote at any meeting of the membership as long as dues are paid and current. Any new members may join by paying their dues at any time and their voting rights become effective immediately.
- (b) Participation in Board Meetings. Any member in good standing shall be entitled to attend any meeting of the Board to participate in discussion of matters before the Board and to present matters of neighborhood concern to the Board for consideration and discussion.

ARTICLE 6 - MEETINGS OF MEMBERS

6.1 Place of Meetings. All meetings of members shall be held in or near the Land Park neighborhood.

6.2 Membership Meetings. All meetings of members shall be conducted in accordance with Robert's Rules of Order, latest revised edition. There shall be at least four (4) regular membership meeting annually, one of which shall be designated the "annual membership meeting" at which an election shall be held to fill Board positions of Board Members whose terms of office are up. Membership meetings may be called by petition of five percent (5%) or more of the members. Written notice regarding a membership meeting shall be given to each household with members. If the meeting is attended by less than one-third (1/3) of the membership, then the only matters that may be voted upon are those matters that have been noticed. The quorum for the conduct of business at membership meetings shall be twenty percent (20%) of the members possessing voting rights.

ARTICLE 7 - BOARD MEMBERS

7.1 Powers. Subject to the limitations of the Articles of Incorporation, the Bylaws and the duties of Board Members as prescribed by the Bylaws, all associated powers shall be exercised by or under the authority of, and the business and affairs of LPCA shall be controlled by the Board (the "Board").

7.2 Number and Qualifications of Board Members. There shall be fifteen (15) Board Members of LPCA. Any full member is eligible to be elected or appointed as Board Member.

7.3 Term of Office. Board Members shall be elected for a term of office of two years. Eight (8) Board Members shall be elected in odd-numbered years, and seven (7) Board Members shall be elected in even-numbered years. Board members shall serve for the term in which they are elected or until a successor is elected.

(a) A person shall serve not more than a total of six (6) years as a Board Member of LPCA, consecutively or non-consecutively, provided, however, that a Board Member shall again become eligible to serve as a Board Member for a total of not more than six (6) additional years following a period of four (4) years of not serving as a Board Member.

Transition Provision: Any person serving as a Board Member on the date on which this amendment is approved by the membership (“membership approval date”) and who has, as of the membership approval date, already served a total of six or more years as a Board Member, shall no longer be eligible to serve as a Board Member after the membership approval date, except as noted above. Vacancies on the Board created as a result of the operation of this provision shall not be filled by the Board, but shall, instead, be filled by the membership by election at the next annual meeting of members.

7.4 Election of Board Members.

(a) Elections Committee. The Elections Committee shall be comprised of all Board Members whose terms do not expire at the next annual membership meeting, as well as three “at large” non-director members of LPCA who shall each serve one (1)-year terms and shall be selected by lot by the President from a pool of applicants who apply for a position on the Elections Committee.. The Elections Committee shall:

- (1) Canvas the membership at least thirty (30) days prior to each election to solicit interest among members in becoming a candidate for the Board (self-nomination):
- (2) Establish a system for gathering biographical and campaign information from all candidates, compiling it into an unbiased and uniform format and then communicating it to the membership at least ten (10) days prior to each election, as well as posting it prominently on LPCA’s web site. Each candidate shall have access to the e-mail facilities of LPCA to communicate campaign materials to the membership, subject to reasonable, uniform and neutral time, place and manner rules adopted by the Elections Committee. These rights are in addition to each candidate’s right as a member to obtain a record of the members’ names, addresses and voting rights under Article 11.2, entitled “Inspection by Member;”
- (3) Provide each candidate a reasonable and equal opportunity to address and take questions from members during the election component of membership meetings or, if the number of candidates warrants it, to convene a special “LPCA Candidates’ Night” membership meeting prior to the Election; and
- (4) Conduct all elections, including preparing and distributing all ballots, fairly determining voting rights, serving as a “board of inspectors” for each election, counting ballots and communicating the results to the membership. If an election is to be held during a membership meeting, the Chair of the Elections Committee shall chair the election component of the meeting.

(b) Additional Nominations. Additional nominations may be made by any member at the membership meeting where the election will be held.

(c) Voting. The election shall take place at the annual meeting of the members by secret ballots, with

those candidates receiving the highest number of votes being elected. In case of a tie, the existing Board shall decide the winner by majority vote.

7.5 Vacancies. Vacancies occurring prior to the completion of a Board Member's full term shall only be filled by an election of the members conducted under Article 7.4(a) above at the next regularly scheduled membership meeting or at an earlier special membership meeting that may be called for that purpose.

7.6 Regular Meetings. The Board shall hold at least four regular meetings each year in addition to the annual membership meeting.

7.7 Quorum. The quorum for the transaction of business by the Board shall be a whole number equal to one-half of the Board Members then in office, with any fraction rounded up to the nearest whole number.

7.8 Fees and Compensation. Board Members shall receive no compensation for their services. Reasonable and necessary expenses approved by the Board in advance shall be reimbursed. Reasonable and necessary expenses incurred without prior approval may be approved by the Board for reimbursement.

7.9 Removal of Board Members by Membership. Any Board Member may be removed from office by a majority vote of regular members present at a regular meeting of the membership or a special meeting called for the purpose according to the procedure for such meetings. The Board may declare a vacancy if a Board Member misses two (2) consecutive meetings without notification to the President.

7.10 Advisory Board. There shall be an Advisory Board composed of seven (7) respected members of the Land Park community, who may include both Land Park residents and individuals with associated interest(s) in the Land Park community, who will serve as advisors to the Board. Advisors shall be appointed by the Board upon the nomination of any Board Member. Advisors shall serve a term of two (2) years. Former Board Members shall be eligible for appointment as an Advisor. The Advisory Board shall annually select from among their ranks a Chair, who shall serve as an ex officio Board Member, with all rights and privileges of a Board Member, except the right to vote. The Advisory Board shall meet at least twice annually with the Board, in either public session or unofficially at informal Board retreats.

ARTICLE 8- OFFICERS

8.1 Officers. The officers of LPCA shall be a President, Vice President, a Secretary, and a Treasurer. Only Board Members shall be President and Vice President. The Secretary and Treasurer must be full members who are elected by the Board.

8.2 Election. The officers of LPCA shall be elected by the Board annually. Each officer shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected or qualified.

8.3 Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Board Members at any regular or special meeting of the Board.

8.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

8.5 President. The President shall be the chief executive officer of LPCA. The President shall preside at all meetings of the members, at all meetings of the Board. He or she shall have the general powers and duties of management of an association, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws. The President shall also:

- (a) Cause a written agenda to be prepared for each meeting, including all applicable attachments, and cause the agenda to be delivered to each member of the Board in advance of each meeting; and
- (b) Cause to be prepared at least annually a report of all committees of LPCA;
- (c) Cause to be prepared all documents required by governmental agencies;
- (d) Sign all contracts or other written instruments authorized or approved by the Board or the members.

The President may delegate these powers and duties to other officers or Board Members, if necessary.

8.6 Vice President. In the absence of or disability of the President, as determined by a majority of the Board, the Vice President shall succeed to all the powers, duties, and responsibilities of the President. He or she shall also perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

8.7 Secretary. The Secretary shall:

- (a) Keep, or cause to be kept, minutes of all meetings of the Board, at the principal office or such other place as the Board may order, which minutes shall indicate the time and place of meeting, whether the meeting was regular or special, and if special, how authorized, the notice given, the names of those present and shall contain a summary of the proceedings at the meeting; and
- (b) Keep or cause to be kept at the principal office of LPCA, the original or copy of the Articles of Incorporation and Bylaws, as amended, to date; and
- (c) Perform such other services and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

8.8 Treasurer. The Treasurer shall:

- (a) Keep or cause to be kept correct accounts of the properties and business transactions of LPCA. The books of account shall at all reasonable times be open to inspection by any Board Member or member; and
- (b) Deposit or cause to be deposited all money and other valuables in the name and to the credit of LPCA, shall render to the President and to the Board, whenever they request it, an account of all transactions and of the financial condition of LPCA and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws; and
- (c) Review the fiscal operations of LPCA and prepare or cause to be prepared any tax documents as required by state and federal law, quarterly financial statements and year-end financial statements, including statements of assets and liabilities.

ARTICLE 9 - COMMITTEES

9.1 Committees-General.

- (a) Standing Committees of the Board. There shall be standing committees of the Board consisting of policy committees and operating committees. The Board's standing policy committees shall be the Land Use Committee, the Transportation Committee, the Parks Committee, the Commercial Revitalization Committee, the Public Safety Committee and the Bylaws Committee. The Board's standing operating committees shall be the Executive Committee, the Communications Committee, the Membership Committee and the Events Committee. Each standing committee has discretion to create subcommittees.
- (b) Appointment of Standing Committee Chairs. The Board shall appoint the standing committee chairs from among LPCA members.
- (c) Ad Hoc Committees. The Board may create other committees at any of their regular or special meetings. Ad hoc committees shall perform the functions specified by the Board or the members. Each ad hoc committee has discretion to create subcommittees.
- (d) Composition of Committees. At least two (2) Board Members shall be appointed to serve on each of the standing committees of the Board. Board Members may be appointed to serve on ad hoc committees as appropriate.
- (e) Authority of Committees. All committees shall have authority to bind the Association only as set forth in those articles and as additionally empowered by explicit action of the Board. In all other matters, the committees shall advise and recommend policies and actions to the Board.
- (f) Committee Meetings. The standing committees shall each meet as necessary, but not less than four (4) times a year. The chair of each committee shall prepare a brief synopsis of committee activities and submit this synopsis to the Secretary of the Board in advance of its next regular meeting.

9.2. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, and chairs of each of the Board's standing operating committees. The chair of the Executive Committee shall be the President and its vice-chair shall be the Vice-President. The Executive Committee shall be responsible for conducting and monitoring the administrative functions of the LPCA, coordinating and supervising the work of the standing committees, acting on behalf of the LPCA in exigent circumstances between Board meetings and authoring expenditures of up to \$500, but the Executive Committee shall not have the authority to establish LPCA policies.

9.3. Land Use Committee. The Land Use Committee shall be responsible for formulating and implementing the LPCA's land use policies, which shall include procedures for the timely and consistent review of all applications for land use approvals, permits and zoning changes in Land Park. The Land Use Committee shall serve as the primary forum for the membership to be informed of, and to express their views on, pending land use proposals. Following such reviews, the Land Use Committee shall submit its recommendations on land use matters to the Board for action.

9.4. Transportation Committee. The Transportation Committee shall be responsible for addressing all traffic and transportation issues, including recommending traffic control measures,

monitoring traffic, bike and pedestrian safety, responding to the traffic aspects of proposed projects and coordinating with officials of the City's Department of Transportation, Regional Transit and related public entities and private advocates.

9.5. Parks Committee. The Parks Committee shall monitor the condition of William Land Park, coordinate with the officials of the city's Department of Parks and Recreation and other park stakeholders, initiate and oversee LPCA projects to improve the Park, and recruit and coordinate park volunteers. The Parks Committee shall also serve as an advocate for the proper care, maintenance, protection and preservation of the Park.

9.6. Commercial Revitalization Committee. The Commercial Revitalization Committee shall be responsible for initiating efforts to help restore and revitalize Land Park's commercial corridors. Such efforts shall include coordinating with commercial property owners and lessees, government officials and bodies, business improvement groups and others. The Commercial Revitalization Committee shall make recommendations to the Board on initiatives to improve the health and vitality of our commercial corridors.

9.7. Public Safety Committee. The Public Safety Committee shall be responsible for monitoring and promoting the safety of the Land Park community, informing the membership of the existence of threats and advising them of opportunities to improve public safety, coordinating with local law enforcement, administering electronic public safety communications such as the LPCA's Public Safety Listserv, fostering the formation of neighborhood watch groups and raising public awareness of public safety issues.

9.8. Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the LPCA's bylaws and periodically recommending to the Board bylaw amendments that it deems necessary and appropriate for the sound and lawful functioning of the LPCA.

9.9. Communications Committee. The Communications Committee shall be responsible for all of the LPCA's communication functions, including establishing communications policies, editing, publishing and distributing the LPCA's newsletter, maintaining and initiating improvements to the LPCA's website, handling membership mailings and e-mail communications, conducting membership surveys and polls, and initiating and overseeing new media projects to enhance communications between the LPCA and its members and among members.

9.10. Membership Committee. The Membership Committee shall be responsible for keeping existing and recruiting new members and volunteers of the LPCA through membership and volunteer drives and initiatives, improving membership benefits and keeping a current data base of all members and volunteers, including names, addresses and other contact information. The Membership Committee shall periodically advise the Board on membership and volunteer matters, recommend dues levels and opportunities for increasing membership and volunteers.

9.11. Events Committee. The Events Committee shall be responsible for planning, organizing, staffing and supervising all LPCA events. Annually, the Events Committee shall prepare and submit to the Board for approval a schedule of LPCA events for the forthcoming year.

ARTICLE 10 - MISCELLANEOUS

10.1 Commercial Paper. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to LPCA, shall be signed or endorsed by at least two (2) signatories designated by the Board.

10.2 Contracts. The Board may authorize any officer to enter into any contract or execute any instrument in the name of and on behalf of LPCA.

10.3 Indemnification. LPCA shall have the power to indemnify corporate agents pursuant to the California Nonprofit Public Benefit Corporation Law.

10.4 Correspondence. All correspondence issued on behalf of LPCA shall be approved by the President or Vice President and one other Board Member.

10.5 Actions by the Association. All representations on behalf of LPCA must be approved by the President or Vice President and one other Board Member.

ARTICLE 11 - RECORDS AND REPORTS

11.1 Records and Reports to be Kept. LPCA shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Minutes in written form of the proceedings of its members, the Board and committees; and
- (c) A record of its members, giving their names and addresses and the type of membership held by each.

11.2 Inspection by Members. Any member may:

- (a) Inspect and copy the record of members' names, addresses and voting rights during usual business hours, upon ten (10) business days' prior written demand upon LPCA which demand shall state the purpose for which the inspection right is requested. The Board may reject the right to copy the record if the purpose is for commercial purposes; and
- (b) Obtain from the Operations Committee Chair, upon written demand and tender of a responsible charge for copying, a list of names, addresses and voting rights of members who are entitled to vote for the election of Board Members as of the most recent recorded date for which that list has been compiled, or as of the date specified by the member after the date of demand. This list shall be made available to the member on and before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled. The Board may reject the right to copy the record if the purpose is for commercial purposes; and
- (c) Inspect the accounting books, records and/or minutes of the proceedings of the Association, the Board and committees of the Board upon written demand to the Operations Committee Chair at any reasonable time for a purpose reasonably related to such person's interest as a member, and
- (d) Inspect the original or a copy of the Articles of Incorporation and Bylaws amended to date.

This right may be exercised by any member for a purpose reasonably related to such person's interest as a member. If LPCA reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative, it may deny the member access to the list. Without consent of the Board, a membership list may not be used by any person for any purpose not reasonably related to a member's interest as a member. For example, without the consent of the Board, the membership list may not be used to solicit money or property, used for any purpose that the user does not believe will benefit LPCA, used for any commercial purpose, or sold to or purchased by any person.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of each committee of LPCA.

11.3 Inspection by Board Members. Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of LPCA and records of its committees.

11.4 Electronic Records. If a person has a right under this Article 11, entitled "Records and Reports," to inspect and copy any record of LPCA and that record is maintained by LPCA in electronic form, LPCA shall, upon written request, electronically transmit the record to such person in a format that is readable and useable by the recipient.

ARTICLE 12 - AMENDMENTS

12.1 Power of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of dues-paying full members present at any regular or special meeting called for that purpose. Notwithstanding Section 12.2, members must approve any action that would:

- (a) Increase the quorum at meetings of members, or
- (b) Change the number or terms of Board Members.

12.2 Power of Board Members. Subject to the right of members as provided in Section 12.1, Bylaws may be adopted, amended, or repealed by two-thirds (2/3) vote of the Board. Ten (10) days written or published notice must be given of the intention to adopt, amend, or repeal the Bylaws.

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