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

PREAMBLE

Founded in 1985 to preserve William Land Park and to serve the interests of residents in the adjoining neighborhoods, the LAND PARK COMMUNITY ASSOCIATION actively participates in developing a better environment for Land Park neighborhoods and for Sacramento.

ARTICLE 1 – NAME

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

ARTICLE 2 – OFFICES

2.1 If LPCA chooses to maintain an office, its office shall be located in Sacramento County, California.

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. Upon the liquidation or dissolution of LPCA, all of its property, 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 section 501(c)(3).

ARTICLE 5 - MEMBERSHIPS

5.1 **The Boundaries of LPCA**. The boundaries of LPCA (the "LPCA Boundaries") shall be the area 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.

5.2 Types of Memberships. Full membership is open to: (a) all persons over eighteen (18) years of age who reside within the LPCA Boundaries; (b) all persons who own property within the LPCA Boundaries; and (c) all persons who operate businesses that maintain a physical presence within the LPCA Boundaries. 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.

5.3 Dues. Dues for classes of membership shall be set by the Board of Directors. Dues shall run for the period of a year, beginning with the date of payment of dues.

5.4 Rights of Members.

(a) Voting Rights. Each full membership 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 within LPCA Boundaries, or nearby.

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 meetings 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 expiring. 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 ten percent (10%) of the members possessing voting rights. For purposes of establishing a quorum, proxy votes are limited to fifteen percent (15%) of the quorum total.

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 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.

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. At its discretion, the Elections Committee may:

(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**. When there is a vacancy on the Board, the Board shall take the following action, as appropriate:

a. When a vacancy occurs within four (4) months of the end of the Board member's term, the Board shall take no action (and the vacancy will be filled in the next election);

b. When a vacancy occurs within four (4) months of the end of the Board member's term, the Board shall either order a special election or make a provisional appointment, at its discretion.

c. If the Board proceeds by making a provisional appointment to fill a vacancy on the Board, the Board shall solicit candidate applications, and a committee consisting of three Board members (who shall be appointed by the president, or in the president's absence, the vice-president) shall review candidate applications, interview the candidates, solicit and consider input from the Board members as to each candidate, and nominate a provisional appointee, which nomination shall be subject to approval by a majority vote of the entire Board. IF the Board does not approve the committee's nominee, the matter shall return to the committee for the committee to make a further nomination. The president shall serve as an ex officio non-voting member of the aforementioned committee.

d. If a vacancy is filled by provisional appointment and less than one year remains in the term of the seat being filled, the provisional appointee shall serve until the next election.

e. If a vacancy is filled by provisional appointment and more than one year remains in the term of the seat being filled, a special election to fill the position shall be consolidated with the next regular election, and the person so elected shall take office at the first regularly scheduled Board meeting following the election and shall serve only until the end of the term of the position which he/she was elected to fill.

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 may be an Advisory Board composed of seven (7) respected members of the Land Park community, who may include both persons who reside within the LPCA Boundaries 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, and 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, at his or her discretion.

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.

8.9 Term Limits. No person may serve as an officer for more than six (6) consecutive years, and no person may hold the office of President, Vice-President, or Treasurer for more than two (2) consecutive years. Any person who has served as an officer for six (6) consecutive years shall again become eligible to serve as an officer following a period of two (2) years of not serving as an officer.

ARTICLE 9 – COMMITTEES

9.1 Committees - General.

(a) Standing Committees of the Board. The standing committees of the Board shall consist of policy committees and operating committees. At the Board's discretion, the standing policy committees may include Land Use, Parks, and Public Safety. At the Board's discretion the standing operating committees shall include Executive, Membership, Grants, and Event and Taste of Land Park) Committees. Each standing committee shall have discretion to create subcommittees.

(b) Appointment of Standing Committee Chairs. Except for the Executive Committee the Board upon recommendation of the President, shall appoint a Board member as a chair for each standing committee, unless otherwise specified herein. At the discretion of the chair of each standing committee, a vice-chair may be appointed.

(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. The chair of each committee, except the Executive Committee shall appoint at least two (2) members in good standing to serve on each standing committee. The chair of each committee shall notify the Board of the appointments at the next regular Board meeting or by email.

(e) Authority of Committees. All committees shall report to the Board and shall have the authority to advise and recommend policies and actions for Board consideration. Committee work may be assigned, from time to time, by a majority vote of the Board.

(f) Committee Meetings. The standing committees shall establish at least one monthly meeting location and time. Should the monthly meeting be cancelled or rescheduled the chair of the committee shall be responsible for notifying the membership by email of the cancellation or reschedule. Other meetings may be called at the discretion of the Committee Chair as necessary. The chair of each committee shall prepare a brief synopsis of committee activities and submit this synopsis to the President of the Board in advance of its next regular meeting.

9.2 Executive Committee. The Executive Committee (EC) shall be composed of the President, Vice-President, Secretary, and Treasurer. The chair of the EC 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 (including contract assistance), establishing an annual Board retreat for coordinating each year's activities, newsletters and communication with the membership (including but not limited to surveys, poles and press releases), the LPCA website, 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, 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 (LUC) shall be responsible for the topical areas of land use, commercial revitalization and transportation. It shall timely and consistent review of all applications for major land use applications including but not limited to use permits and zoning changes within the LPCA Boundaries. The LUC shall be responsible for making recommendations to the Board on initiatives to improve the health and vitality of our commercial corridors. The LUC shall be responsible for addressing all traffic and transportation issues including but not limited to recommending traffic control measures to the Board, monitoring traffic, bike and pedestrian safety, responding to the traffic aspects of major land use applications, and coordinating with the City's Department of Transportation, Regional Transit and related public entities and private advocates. The Land Use Committee shall serve as the primary forum for the membership to be informed of, and to express their views on, proposed and/or pending land use proposals, projects or regulations. Following such reviews, the Land Use Committee shall submit its recommendations on land use matters to the Board for action.

9.4 Parks Committee. The Parks Committee shall monitor the condition of William Land Park and all parks within the boundaries of the LPCA, coordinate with the officials of the City of Sacramento's Department of Parks and Recreation and other park stakeholders, coordinate and participate with the Land Park Volunteer Corps, and initiate and oversee LPCA projects to improve the Park. The Parks Committee shall also serve as an advocate for the proper care, maintenance, protection, and preservation of the Park.

9.5 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 and all traffic and transportation issues including but not limited to recommending traffic control measures to the Board, monitoring traffic, bike and pedestrian safety.

9.6 Grants Committee. The Grants Committee shall be responsible for the noticing of availability of grant applications, review of grant application, recommendation of grants to be awarded, the distribution of grant funds to the selected applicants, and the follow-up to make sure that the grant funds were properly expended and the grant project completed in the manner approved.

9.7 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 database 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, and recommend dues levels and opportunities for increasing membership and volunteers.

9.8 Events and Taste of Land Park Committee. The Events Committee and Taste of Land Park (ECTOLP) shall be responsible for planning, organizing, staffing and supervising all LPCA events. The chair of the ECTOLP may be the chair/coordinator of the Taste of Land Park or may ask the President to appoint a chair. Annually, the Events Committee shall prepare and submit to the Board for approval a schedule of LPCA events for the forthcoming year, at a minimum there shall be at least four annual LPCA events, including but not limited to the Taste of Land Park, the Egg Hunt and Hat Parade, the Annual Holiday Party and the Annual Membership BBQ.

ARTICLE 10 - ESTABLISHING LPCA POLICIES AND POSITIONS

10.1 Board Votes and Decision-Making. Except as set forth in these bylaws, the LPCA Board may act upon an affirmative vote by a majority vote of Board members present at any Board meeting at which there is a quorum.

10.2 Establishing LPCA's Position on Matters of Public Interest. The establishment of LPCA's position on matters of public interest shall be the responsibility of the LPCA Board. For the purpose of this paragraph, the term "matters of public interest" refers to matters affecting public property (e.g., Land Park, the Zoo, other public parks, public roadways and right-of-ways, and public fixtures and utilities), publicly-supported development projects, and public safety. The establishment of a position shall require compliance with the process and procedure set forth below:

(a) Process; Notice and Hearing. Any proposal that LPCA take a position on a matter of public interest must come before the Board at two consecutive Board meetings. At the first such meeting, the matter is to be discussed. At the second meeting, the matter may be discussed further and may then be submitted to a vote of Board members. If a matter is time sensitive, the Board may suspend the requirement that the matter come before the Board at two consecutive meeting by a two-thirds vote of Board members present.

(b) Super-Majority Vote Required. Adoption of any proposal that LPCA take a position on a matter of public interest shall require an affirmative vote of two-thirds of the entire Board.

10.3 Correspondence on LPCA Letterhead Stating LPCA's Position. The issuance and sending of any correspondence expressing any LPCA position requires the prior approval of the President (or, in his or her absence, the Vice President) and at least one other Board member.

10.4 Other Representations of LPCA's Position. No Board member may purport to express LPCA's position at any public meeting (e.g., governmental meeting; other community meeting) unless (a) any such position has first been established in compliance with Paragraph 10.2 above, and (b) such Board member has been authorized by the Board and/or the Board President to attend and express LPCA's position at any such meeting.

ARTICLE 11 – MISCELLANEOUS

11.1 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 when such funds are outside board approved budgets and/or expenditures. Board approved expenditures may be signed solely by an Executive Committee member.

11.2 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.

11.3 Indemnification. The LPCA, by action of the Board, shall have the power to indemnify corporate agents pursuant to the California Nonprofit Public Benefit Corporation Law.

11.4 Corporate Tax Year. Corporate tax year shall be a calendar year.

ARTICLE 12 - RECORDS AND REPORTS

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

(a) Adequate and correct books and records of its financial accounts and transactions;
(b) Written minutes of its Board meetings; and
(c) A record of its members, including names, addresses, and the type of membership held by each member.

12.2 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 request 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 President, 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 President 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, as amended to date.

These inspection rights 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 information requested. 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 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.

12.3 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.

12.4 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 13 – AMENDMENTS

13.1 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 13.2, 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.

13.2 Power of Board Members. Subject to the right of members as provided in Section 13.1, Bylaws may be adopted, amended, or repealed by two-thirds (2/3) vote of the entire Board.

13.3 Notice to Members of Any Proposal to Amend Bylaws. The Board must give ten (10) days written or published notice to members of any proposal (whether under section 13.1 or 13.2) to amend these Bylaws or to repeal these Bylaws and adopt new bylaws.

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