

# **DUBOCE TRIANGLE NEIGHBORHOOD ASSOCIATION**

## **BY LAWS**

### **As amended and approved 12/8/2014**

ARTICLE 1. NAME. The name of the organization is the Duboce Triangle Neighborhood Association, and is commonly abbreviated as DTNA.

ARTICLE 2. OBJECTIVE. To work for the improvement of our neighborhood as a safe and desirable place to live in all aspects of residential living. Actions shall be taken primarily on behalf of issues within our boundaries but may extend to issues outside our boundaries that are deemed to have an impact on our neighborhood.

The association is non-partisan and does not endorse political candidates. Additionally it does not accept political advertisements in its newsletter.

ARTICLE 3. BOUNDARIES. The DTNA is bounded by Castro Street to the west (Divisadero from Duboce to Waller), Market Street to the south (to Duboce), and then west along Duboce to Webster, Webster Street to the east (to Waller), and Waller Street to the north (between Webster and Divisadero).

#### ARTICLE 4. MEMBERSHIP.

Section 1. Membership is open to persons who are 13 years or older and who (1) live, (2) work, or (3) own property within the boundaries or within one city block of the boundaries. All persons in these three categories whose membership is current and who have been members for at least 30 days may vote on all matters presented to the membership. Persons who do not fall into one of these three categories may become an associate member, but will not be able to vote or hold office.

Section 2. Members shall pay annual dues, as set by the Board, payable the first day of each calendar year or on the anniversary date set when a member originally joins, at the determination of the Treasurer. For those unable to pay, membership is available by a written request to, and with the approval of the Board of Directors. Members who wish to contribute more than the regular membership dues are encouraged to do so, but the member is not entitled to anything other than general membership. Those who remain in arrears three months after being notified of dues expiration will be dropped from membership.

#### ARTICLE 5. OFFICERS.

Section 1. The elective officers shall be President, Vice President, Editor, Secretary, Treasurer, Distribution Manager, and four Directors. These ten Officers and Directors are to be nominated, after having been a member in good standing for at least three

months, no earlier than the November regular meeting and elected no later than the January regular meeting, and are to assume their offices on the day following their election. Each Officer and Director shall serve for one year or until such time as his/her successor is duly elected and installed. Officers and Directors will renew their memberships in February. If an Officer or Director does not renew their membership in February, the President shall have the option to remove the board member at his or her discretion.

Section 2. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. Additional members of the Board may be asked to serve on the executive committee at the discretion of the President.

## ARTICLE 6. DUTIES OF THE OFFICERS.

Section 1. The President shall preside at all meetings of the association, call special meetings at his/her discretion, and shall appoint all standing committees and special committees with the approval of the Board of Directors. The President may also call for an on-line meeting on the internet via email or some other electronic form. The President has responsibility for interpreting the Board's decisions and seeing that they are carried out.

Section 2. The Vice President shall perform the duties of the President in his/her absence or inability, or at his/her request.

Section 3. The Secretary shall keep a record of all Board and regular membership meetings, ready for inspection at reasonable times.

Section 4. The Treasurer shall receive and deposit in a financial institution all the monies belonging to the association. The Treasurer shall pay all debts of the association by check. Payments must be approved by majority vote of the Board, except that payments of \$400 or less may be approved by two members of the Executive Committee, and the Treasurer may solely approve payments of \$200 or less. The Treasurer may transfer funds between bank accounts owned by the Association as (s)he deems necessary. All disbursements shall be made by check or electronic transfer that has an appropriate paper trail; no account withdrawals or payments are to be made in cash except when explicitly directed by a quorum of the Board. The Treasurer shall collect dues and keep a list of the membership notifying those in arrears. The Treasurer shall keep all necessary and appropriate financial records and prepare and file all legally required financial forms and statements.

Section 5. The Editor shall edit and publish the DTNA Newsletter as directed by the Board of Directors.

Section 6. The Distribution Manager shall be responsible for the distribution of the NEWS to the neighborhood and those on the mailing list. By a majority vote of the

Board, the duties of the Distribution Manager may be assumed by a non-elected Member of the organization. In this event, an additional Director shall be elected or appointed to fill the seat which would otherwise be held by the Distribution Manager.

#### ARTICLE 7. BOARD OF DIRECTORS.

Section 1. The Board of Directors shall consist of the Officers and Directors listed in Article 5, plus the immediate past president. The duty of the Board shall be to recommend to the association policies, plans, and actions in the best interests of its members and the association. Six members of the board shall constitute a quorum.

Section 2. The Board shall meet at the call of the President or upon written request of any three members. The President shall be the presiding officer of the Board.

Section 3. The Secretary of the association shall be the Secretary of the Board of Directors.

Section 4. In the event of a vacancy on the Board arising for any reason other than the expiration of a regular term of office, the President may appoint any member of the association in good standing to fill that position until the next regular election of Officers and Directors. The President may declare a vacancy of any Officer or Board member upon three consecutive absences at regular meetings, or five absences within a period of twelve months, unless excused due to good cause.

Section 5. In the event of a President succeeding himself/herself, the immediate past President shall continue as an ex-officio member of the Board, unless he/she indicates a desire to step down, a fifth Director shall be selected by the regular procedures provided in these By-laws, and shall serve a one year term of office. In the event of a President being elected as an Officer other than President, then a fifth Director shall be selected by the regular procedures provided in these By-laws.

ARTICLE 8. COMMITTEES. The President shall appoint such committees as are established by the President, the Board of Directors, or the membership.

ARTICLE 9. MEETINGS. The regular and special meetings shall be held as determined by the Board of Directors. Special meetings will be called by the President upon joint request of nine members. The President may also call for an on-line meeting of the Board of Directors on the internet via email or some other electronic form, with 24 hours notice for the meeting and two days in which Officers and Directors may respond. Failure to respond would constitute an abstention. A quorum of the association for the transaction of business shall consist of six (6) members, whether in person or on-line. Roberts Rules of Order Newly Revised shall be used as a reference to govern the meeting and procedures.

ARTICLE 10. AMENDMENTS. Amendments to these by-laws may be proposed by members at any time in writing to the Board, and must be acted on at the next regular meeting and must be ratified by two-thirds (2/3) of the membership present.

ARTICLE 11. STANDING RULES. The association shall abide by all conditions in order to maintain the association's non-profit (501(c)(3)) IRS status and State of California non-profit status.