

PARKMEAD COMMUNITY ASSOCIATION

Revised 3/15/09
Statement of Purpose

The Parkmead Community Association will provide an organization to promote the peace, health, safety, quality of life and environment of the Parkmead Community Area by encouraging or sponsoring activities and events intended to further that purpose and communicating the interests of the membership and community to governmental bodies.

BY-LAWS

I. NAME AND OFFICE

A. Name

The name of this association shall be the PARKMEAD COMMUNITY ASSOCIATION (PCA).

B. Office

The principal office of this association in the State of California shall be located in the Parkmead Community area, County of Contra Costa, at such address as the Board of Directors shall determine. The Board of Directors is hereby granted full power and authority to change said principal office from one location to any other within the Parkmead Community area, County of Contra Costa, State of California. The official mailing address is the Treasurer's residence.

II. PARKMEAD COMMUNITY ASSOCIATION BOUNDARIES

A. General Boundary

The Parkmead Community is defined as all property lots that connect to the streets south of Olympic Blvd. and west of 1680 that collect at Newell Avenue, Lilac Drive, and Lancaster Road.

III. MEMBERSHIP

A. Qualifications for Membership

The membership shall be voluntary. Only one membership may exist for each property lot in the Parkmead Community area as defined above. However, in the case of a rental property, either the tenant or the owner may retain membership. The Board of Directors may at its discretion accept associate memberships from other persons or organizations that have an interest in the Association and wish to participate in the programs and projects of the Association. Associate members shall have no voting rights.

B. Eligibility to Vote

Upon written application listing their address with the treasurer, and tendering dues for the current year, eligible residents of the Parkmead Community area shall be

entitled to one voting membership per property lot in the association. Membership dues may be waived for individuals with limited incomes if approved by the Board of Directors.

C. Voting

Only one vote shall be cast representing any one property in the Parkmead Community area. Any one adult member of a household shall have the right to vote at membership meetings. Votes must be cast in person, except that the Board of Directors may make provisions for absentee voting in the case of election of Directors, changes in By-laws and other matters determined by the Board of Directors to require a broad community consensus.

D. Quorums

Ten (10) percent of the general membership shall constitute a quorum except for special meetings called by written petition. In such case, a quorum shall require twenty (20) percent of the membership. All meetings shall be governed by Robert's Rules of Order (Revised) insofar as they do not conflict with these Bylaws.

IV. MEETINGS OF THE MEMBERSHIP

A. General Meetings

Semi-annual general meetings of the membership shall be held in, or as close as possible to, the months of May and November, each year, at a time and place determined by the Board of Directors. The purpose of the meetings will be to report on the state of the association, activities of the past six months, action of the Board committees, and the accounting of the Association finances along with any other matter of general interest.

B. Special Meetings

Special meetings of the membership may be called at any time by any six members of the Board of Directors or upon written petition of 20 percent of the membership. The purpose of the special meeting shall be a part of the petition and the notice to the membership. For example, a recall of the Board of Directors or one of its members.

C. Meeting Notification

Each member shall be notified in writing, with a hard copy or electronically, of any meeting of the membership stating the purpose, place, day, and hour of the meeting at least seven days prior to such a meeting. Additionally, meeting notification signage will be posted around the Parkmead neighborhood.

V. THE BOARD OF DIRECTORS

A. Board Members

The Board of Directors shall consist of 13 members. Seven Directors shall be chosen by, and represent the membership of each of the seven districts of the Parkmead Community identified above, as shown on the attached map. Six Directors shall be

chosen at-large by the entire association membership. If adjacent areas petition to be represented by the Association, additional districts will be created to provide similar proportional representation as the existing districts.

B. The Election of the Board

A majority of the votes cast by the district members shall elect a district Director. The six at-large candidates receiving the greatest number of votes cast by the general membership voting shall be designated elected at-large Directors.

C. Board Member Vacancies

Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the remaining members of the Board. Appointees shall serve out the unexpired term of their predecessor.

D. Election Terms

Election and inauguration of new Directors will be held at the general membership meeting in the fall. Each Director will serve a one year term and may be nominated to serve in following years.

E. Board Officers

The Board shall elect each year following the fall general membership meeting, officers of the Board including a President, Vice President, Secretary, and Treasurer.

F. Conflict of Interest

Members may be barred from serving on the Board of Directors if such service is in violation of local or state conflict of interest laws.

VI. BOARD MEETINGS

A. Authority and Limitations of the Board

The Board shall govern, manage, supervise, and control the business, property, and affairs of this association; except the Board must submit for approval to a general membership meeting any action which might directly or indirectly involve the use of association moneys for attorney's fees or litigation other than in defense of the association, or for the purchase of real or personal property, or prior to the incurring of any debt. Further, the Board of Directors cannot enter into any litigation of any matter other than in defense of the association without prior approval of the majority of the membership. The Board shall keep a complete record of all their minutes and acts and of the proceedings of meetings, and present a full statement to the general membership at the semi-annual meetings. The Board shall be empowered to conduct periodic surveys or polling within the community or among the members to determine opinions on matters that may affect Parkmead residents, or to obtain consent from the membership for the Board to take actions not specifically authorized herein.

- B. Board Meetings
A majority of the Board of Directors shall constitute a quorum for the transaction of business at any time. If less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice. If a matter arises that requires immediate Board action, and a quorum of the Board is not available to assemble via physical presence, the Board may constitute a quorum, conduct business, and vote via phone or electronic communication.
- C. Committees of the Board
The Board of Directors may appoint an executive committee and other such committees as may be felt necessary or shall be directed by vote of the membership. The term of such committees may expire at the discretion of the Board or by vote at any general meeting. The Board may delegate to the committee(s) such authorities as may be required for the performance of their assigned functions. The executive committee shall be comprised of members of the Board and all other committees shall have at least one Director as a member of the committee.

VII. FINANCES

- A. Amount of Dues
Membership dues shall initially be set at \$12.00 per calendar year, January thru December.
- B. Change in Dues
The Board of Directors may increase the dues amount through a vote of the general membership at attendance at the fall semi-annual meeting, which shall be held in November or as close as possible to the month of November. In no event, can the dues be increased by greater than \$10 per year.
- C. Dissolution of the Association and Assets
Upon dissolution of this association, the assets remaining after payment of all just debts and obligations of the association shall be distributed according to the majority vote of the Board.

VIII. MISCELLANEOUS

- A. Minimum Membership for Representation
If the dues paying membership of the association, in any given year, is below 8 percent of the eligible members (the eligible membership is determined by the total property lots in the General Boundary as defined above), the Directors and members shall have six (6) months in which to increase membership to 10 percent or more. At the end of the six-month period, if the association is unable to secure 10 percent or more membership, and until such time as the membership equals 10 percent, the Directors shall not officially represent the Community Association before any governmental body.

B. Personal Liability

Members of the association shall not be personally liable for debts, liabilities, or obligation of the association. No Director of the association shall incur, except in the event of bad faith, any liability or responsibility to any member as a result of any error in judgment, any action taken or omitted, or the exercise of power vested in the Directors by these By-Laws.

C. Amending the By-Laws

The By-Laws may be altered, amended, or repealed upon the recommendation of a majority of the Board of Directors. A notice of proposed actions shall be distributed to the last known address of each member at least thirty (30) days prior to the general membership meeting at which the voting on the action is to be counted. A majority vote of the membership in attendance at the general meeting is required to ratify alterations, amendments, or repeal of the By-Laws.