

Bylaws

Article I Name of the Organization

Section 1.01 The name of this organization shall be the Downtown Area Neighborhood Alliance (hereafter the "Alliance"). The organization may also be referred to as 'DANA'.

Section 1.02 The mailing address for all correspondence as well as official business shall be that of the home of the sitting Chairperson unless otherwise prescribed by the Executive Committee.

Article II Purpose

~~Section 2.01 The general purpose shall be to promote and improve the quality of residential life in the Downtown Area.~~

~~Section 2.02 In order to implement the purpose of this Alliance, the necessary regular and special committees shall be created.~~

Section 2.01

- (a) to promote a greater sense of community among the residents of the area;
- (b) to have a voice in civic affairs affecting our community;
- (c) to maintain and improve our neighborhood environment;
- (d) to develop and encourage a sense of individual involvement in the community;
- (e) to promote social, cultural, recreational and educational opportunities in the area;
- (f) to establish regular communications with neighborhood residents, other neighborhood groups, the City of Riverside and elected bodies on issues affecting the neighborhood;
- (g) to act, pursue and advocate for the interests of Downtown and give residents a forum to air grievances.
- (h) Facilitate open debate on all aspects of any issue (within reasonable parameters determined by the Chair or acting chair of the meeting);
- (i) to represent the Downtown neighborhood before City Council, City boards, commissions and other governmental entities as needed.

Section 2.02 Refrain from acting as a political organization or providing active support to any candidate or political organization. The Alliance may adopt a position in support of, or opposition to, a ballot measure or legislation; however, no public funds may be expended to advance such a position. The Alliance will refrain from affiliating itself with any partisan political groups or organizations.

Section 2.03 Prohibit discrimination against any individual or group on the basis of race, religion, color, creed, national origin, ancestry, sex, sexual orientation, age, disability, marital status, homeowner/renter status, income, or political affiliation.

Article III

Membership

Section 3.01 Regular membership is open to all who live, work, or do business in the downtown area, within the following limits of Riverside, California:

NORTH: State route 60; **SOUTH:** The Tequesquite Arroyo; **EAST:** State route 91 between the 60-215-91 interchange and the Tequesquite Arroyo; and **WEST:** The Santa Ana River.

Section 3.02 Application for membership shall be on such form as prescribed from time to time by the Board of Directors. Any applicant possessing the qualifications for membership shall be accepted. Membership shall be nontransferable and non-assignable.

~~*Section 3.03* Membership dues shall be in such an amount as prescribed by the Members on an annual basis. Dues shall be paid annually in advance.~~

Section 3.03 A paid membership affords the holder one (1) vote as well as only one entitlement of membership regardless of individual, household, business or organization status.

Section 3.04 The membership of any member shall automatically terminate upon nonpayment of dues or by written request delivered to the ~~Chairman~~ Chairperson or Secretary by mail or in person. All memberships are considered to be individual memberships.

Section 3.05 The Alliance shall keep a membership book containing the name and address of each Member. Such book shall be kept in the custody of the Treasurer. All records of the Alliance shall be open to inspection on the written request of any Member at any reasonable time for a purpose reasonably related to their interest as such.

Section 3.06 Dues shall be \$20. per year per household and are payable annually September to June of each year. Applicants will pay dues on submission for membership and will be eligible to start voting at the following meeting. All other regular dues paying member entitlements will begin immediately upon receipt of dues.

Section 3.07 Quorums: Executive Committee meeting quorums will be met by 1/2 plus 1 members present. For general monthly membership meetings, those present and voting constitute a quorum.

Section 3.08 Neither the Alliance, committees, officers or members shall take any action which is incompatible with the purpose of the Alliance. It shall be the responsibility of all members to further the goals of this organization and its mission statement. No member may represent or propose to represent the Alliance without prior approval of the Alliance and its members.

Article IV Officers

Section 4.01 The elected officers are the Chairperson, Chair Elect, Immediate Past Chair, Secretary, Treasurer, and two members at-large who shall serve as the Executive Board. (Also referred to as the Executive Committee)

(a) Duties of the Executive Board shall be limited to: (1) removal of Executive Board members from office, pursuant to Article IV, Section 4.01c.; (2) calling special meetings; (3) approval of expenditures of Alliance funds, and (4) setting the agenda for the next regular meeting.

(b) A vacancy shall be declared in the event of resignation or removal of an officer of the Executive Board because of failure to fulfill duties. A vacancy shall be filled by a majority vote of Alliance Executive Committee members.

(c) An Executive Board member shall be removed for failure to attend regular meetings. Three (3) or more unexcused absences during a ten (10) month period shall constitute "failure to attend."

(d) The Executive Committee shall be elected by a majority vote of general members at the June general membership meeting for a term of one year or until the next election of officers.

(e) Vacancies occurring between the June general membership meetings shall be filled by appointment by the Executive Committee.

(f) Any individual member of the Executive Committee may succeed herself/himself until their successor is elected.

(g) Any Board member may resign in writing. Further, a Board member's absence from three consecutive meetings of the Board without communicating the reason for any of the absences to the Board shall constitute resignation, effective upon adjournment of the third meeting.

Section 4.02 Removal by membership: A board member may be removed by the general membership at any time for cause; such removal shall require a vote of two-thirds of all the members present and voting at any meeting of the general membership. Notice of intention to act upon such matter shall be given in the notice calling for such meeting or in the manner provided for notice of meetings. The Past-Chair shall preside over the removal hearing (unless they are the subject of removal where as the Chair-Elect would preside). The member bringing the action as well as the challenged board member shall be given an equal amount of time to be heard as set by the presiding officer. The presiding officer will call for public comment from members present and set a reasonable allotment of time for each. The total amount of time for public comment shall not exceed 15 minutes. The board member in question shall not be eligible to vote on the question of removal. The successor of a board member removed by the membership may be elected at the same meeting to serve out the unexpired term.

~~Section 4.02 All active Members of this Alliance shall be eligible for election to any of its offices. Any member of the Alliance who has been a member at least one year and is a member in good standing shall be eligible for election to any of its offices.~~

Section 4.03 Executive Committee members must maintain an active membership in the Alliance. Upon receipt of dues, a member is eligible to run for or be appointed to any office except Chair. Any member of the Alliance who has been a member at least one year and is a member in good standing shall be eligible for election as Chair.

Section 4.04 A Nominating Committee comprising of 3 persons (1 Executive Board member and 2 members-at-large) will be appointed at the April meeting.

The purpose of the Nominating Committee shall be to determine current officers' interest in continuing to serve if eligible and to accept and/or solicit nominations of additional candidates. The Nomination Committee will check the eligibility of all nominees, prior to the election.

The Nominating Committee will present a slate of nominations at the May meeting. ~~Nominations will also be accepted from the floor during the May meeting, with the consent of the nominee.~~ **Nominations will be taken from the floor up until the voting begins at the June meeting.**

~~At the end of the May meeting, nominations will be closed. Nominated candidates will be encouraged to write candidate statements and submit them to the Secretary by June 1st. Candidate Statements will be distributed in advance of the June meeting with the Agenda.~~

The election of officers will be held at the June meeting as the last item of new business. Newly elected officers shall assume the office and duties effective immediately.

~~Section 4.04 The term of office shall be 1 calendar year for all offices. Any elected officers may succeed themselves 2 times for a total of 3 consecutive terms of office as an officer, and then will be ineligible for a period of 1 year to hold the same office.~~

~~Section 4.05 All Alliance meetings shall be conducted with an emphasis on civility and mutual respect. Contested issues may be resolved according to Robert's Rules of Order.~~

Article V **Meetings**

~~Section 5.01 There shall be 10 regular meetings a year. Upon the request of 10 or more members, the president or vice president shall call a special meeting.~~

~~Section 5.02 The Executive Board shall meet no less than 10 times per year.~~

Article V Conflict of Interest Policy

Section 5.01 The Board of Directors of the Downtown Area Neighborhood Alliance (DANA) shall avoid any conflict between their own respective personal, professional or business interests and the interests of the Alliance in any and all actions taken by them on behalf of DANA in their respective capacities. In the event that any Board member shall have any direct or indirect interest in, or business relationship with any elected official or anyone running for elected office or an individual organization which proposes to enter into any transaction with DANA, such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he/she has an interest, or otherwise attempting to exert any influence of DANA to affect a decision to participate in such transaction.

Article VI Duties

- Section 6.01* Chairperson: The duties of the ~~Chairman~~ Chairperson shall be to preside over the meetings of this Alliance, represent the Alliance as directed by the membership, ~~and appoint committees as necessary.~~ In order to implement the purpose of this Alliance, it may be necessary to form permanent or ad hoc committees as prescribed by the Chair. All permanent and special members of committees should be active dues paying members. An Executive Committee member should be appointed to each committee as an advisor when practical. The Chairperson of the Alliance shall serve as an Ex Officio member of all committees.
- Section 6.02* Chair-elect: To assume the duties of the Chairperson in the next election cycle and in case of incapacity or absence of the Chair.
- Section 6.03* Past-chair: To provide support and continuity to the executive committee.
- Section 6.04* Secretary: To take and maintain minutes of the general and Executive Board meetings; to conduct correspondence as directed by the Alliance.
- Section 6.05* Treasurer: To maintain and account for all moneys received and expended by the Alliance; to collect all dues and record same; to make a financial report at each regular meeting of the Alliance; to maintain a roster of active members in accordance with Article III, Section 3.05.
- Section 6.06* The at-large members will participate in all Executive Committee activities and be included in all voting. **Members at Large will also assume the duties of vacant positions on the Executive Committee as directed by the Chair.**
- Section 6.07* The officers authorized to withdraw funds are Chair, Chair-elect and Treasurer. Two authorized signatures are required for any expenditure.

Section 6.08 No debts shall be incurred in excess of the funds in the treasury of the Alliance.

~~Section 6.08~~ A quorum for conducting business of the Alliance shall be 50% of
~~the Executive board plus 1.~~

Article VII Dues

~~Section 7.01~~ Dues shall be \$20.00 per year per household and are payable September of
~~each year. Applicants will pay dues upon submission for membership and will be~~
~~eligible to vote at the following meeting.~~

Article VII Meetings

Section 7.01 There shall be ten (10) regular general membership meetings a year. At the request of ten (10) or more members, the Chair or Chair-Elect will call a special meeting.

Section 7.02 The Chair will decide the number of E.C. meetings necessary per year

Section 7.03 All general membership meetings shall be open to the public

Section 7.04 Action without a meeting: This organization recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication via paper or electronic means.

Any action that may be taken by the Executive Committee may be taken without a meeting, when authorized in writing by no less than 5 of the Executive Committee members. All board members entitled to vote shall be notified immediately of the action's text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A board member who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. Any action taken without a meeting will be presented as such in the Minutes of the next full general membership meeting immediately following the action.

Section 7.05 All Alliance meetings shall be conducted with an emphasis on civility and mutual respect. Contested issues may be resolved according to Roberts Rules of Order.

Article VIII
Matters for Special Consideration

Section 8.01 Matters for Special Consideration shall include amendments to the Bylaws; and other items of special concern which may be placed in this category by a vote of the membership.

Section 8.02 Amendments and other Matters for Special Consideration may be approved by a simple majority of members present. ~~These shall be read at a regular meeting and have a second reading, discussion and vote at the next regular meeting.~~

Signed for adoption MM/DD/YYYY

Vincent Erviti, Chair

, Member at Large

Nanci Larsen, Chair-Elect

Chani Beeman, Past Chair

Lori Stephenson, Treasurer

Robin Jo Rios, Secretary

Donna Stephenson, Member at Large