

**BYLAWS  
OF  
ALUM ROCK NEIGHBORHOOD COALITION**

A California Nonprofit Community Organization

**ARTICLE ONE**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the organization, herein referred to as ARNC, for the transaction of its business is located in Santa Clara County, California. The officers may change the principal office from one location to another.

**ARTICLE TWO**

**PURPOSES**

**SECTION 1. SPECIFIC AND PRIMARY PURPOSES**

1. To serve and lead the community in beautification of local neighborhoods, including but not limited to, areas needing cleanup, graffiti removal and landscaping.
2. To develop collaborative and cooperative efforts between neighborhood agencies and organizations and to raise funds as needed from neighborhoods and government agencies for local projects.

**SECTION 2. NONPROFIT PUBLIC BENEFIT**

This organization has been formed for the public and charitable purposes described above, and it shall be nonprofit and nonpartisan.

**ARTICLE THREE**

**DEDICATION OF ASSETS**

The assets of this nonprofit organization are irrevocably dedicated to public benefit and/or charitable purposes. No part of the earnings or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or officer of the organization. On liquidation or dissolution, all assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes as described in Internal Revenue Code Section 501 (c)(3).

## **ARTICLE FOUR**

### **MEMBERSHIP**

Members and officers of ARNC serve on a voluntary basis and receive no compensation.

## **ARTICLE FIVE**

### **OFFICERS**

#### **SECTION 1. POWERS**

The business and affairs of the organization shall be managed and all powers shall be exercised, by or under the direction of a group of officers, herein referred to as the board. The board shall have the specific powers to:

- Select and remove the officers of the organization; prescribe any powers and duties for them that are consistent with these Bylaws
- Change the principal business office in the State of California from one location to another
- Establish the major policies governing the operations of the organization, and be responsible for the general supervision and control of the affairs of the organization.
- Make rules and regulations consistent with these Bylaws for the management of the operations of the officers and volunteers.
- Install an accounting system which shall be adequate to the requirements of the organization and to maintain proper records of all business transactions.
- Select a bank as depository for the funds of ARNC and determine the manner of receiving, depositing, and disbursing the funds of the organization; determine the form of checks, and the persons by whom they shall be signed, with the power to change such bank or persons signing such checks at will.

#### **SECTION 2 NUMBERS OF OFFICERS**

The authorized number of officers shall be three, a President, a Vice President and a Treasurer.

#### **SECTION 3. ELECTION AND TERM OF OFFICERS**

- There is no specific term of office. Officers shall hold office until a successor has been elected and qualified or until he/she resigns.
- Officers shall be elected at each annual meeting or at a special meeting held for that purpose.

#### SECTION 4. RESPONSIBILITIES OF OFFICERS

- President. The President shall be the chief executive officer of the board and shall supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by these Bylaws, or which may be prescribed from time to time by the board. The President shall preside at all meetings of the membership and of the board.
- Vice President. The vice President shall discharge the duties of the President in the latter's absence.
- Treasurer. The Treasurer shall keep and maintain all records and shall maintain adequate and correct accounts of the business transactions of the organization, including accounts of its receipts and disbursements. This officer shall deposit all moneys in the name and to the credit of ARNC with the bank designated by the board. He/she shall disburse the funds of the organization as may be ordered by the board and shall render to the officers, whenever requested, an account of all transactions and of the financial condition of the organization.

#### SECTION 5. REIMBURSEMENT

Officers and volunteers will receive reimbursement of project expenses only as evidenced by receipts for those expenses. Officers will receive no compensation, and serve on a voluntary basis.

#### SECTION 6. RESIGNATION

Any officer may resign effective on giving written notice to the board. The acceptance of the resignation shall not be necessary to make it effective.

#### SECTION 7. NO PERSONAL LIABILITY

Officers shall not be personally liable for the debts, liabilities or other obligations of the organization.

### **ARTICLE SIX**

#### **MEETINGS**

#### SECTION 1. REGULAR MEETINGS

Regular meetings of the board may be held at any place within or without California that has been designated from time to time by the board.

## SECTION 2. ANNUAL MEETING

The annual meeting of the organization shall be held once a year on a date fixed by the board, after notice pursuant to the Bylaws, for the purpose of organization, election of officers, and the transaction of other business.

## SECTION 3. SPECIAL MEETINGS

Special meetings may be called by or at the request of any officer. The day, place and time of such meeting, and the general nature of the business to be transacted, shall be as set forth in the notice thereof.

## SECTION 4. NOTICE OF MEETINGS

Notice of any meeting shall be given either personally or by first-class mail, fax or email. Notice shall be deemed to have been given at the time when delivered.

## SECTION 5. QUORUM

A majority of the authorized number of officers shall constitute a quorum for the transaction of business at any meeting of the board. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the board.

## SECTION 6. CONDUCT OF MEETINGS

The President shall preside over all board meetings or, in his or her absence, the Vice President of the board shall preside, or, in the absence of each of these persons, by a chairperson designated by the President. Conduct of all meetings shall be covered by Roberts Rules of Order.

## SECTION 7. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the board.

# **ARTICLE SEVEN**

## **AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed by affirmative vote of a majority of the members of the board present at any meeting at which a quorum is present.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Alum Rock Neighborhood Coalition and that such Bylaws were duly adopted by the board of said organization.

DATED: \_\_\_\_\_

PRESIDENT: \_\_\_\_\_

**WRITTEN CONSENT OF OFFICERS ADOPTING BYLAWS**

We the undersigned, are all of the persons named as the initial officers of Alum Rock Neighborhood Coalition, a California nonprofit organization, and pursuant to the authority granted to the officers by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 4 pages, as the Bylaws of this organization.

DATED: \_\_\_\_\_

\_\_\_\_\_

DATED: \_\_\_\_\_

\_\_\_\_\_

DATED: \_\_\_\_\_

\_\_\_\_\_