

Draft
ETU
10/27/75

BY-LAWS

of

BATEMAN NEIGHBORHOOD ASSOCIATION

ARTICLE I

Name, Organization and Purpose,

Principal Office, Seal

Section 1.01. Name. The name of this corporation is BATEMAN NEIGHBORHOOD ASSOCIATION (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose and Use of Funds. The Corporation is a nonprofit corporation organized under the General Nonprofit Corporation Law of the State of California, for the purposes set forth in the Corporation's Articles of Incorporation. The activities of the Corporation shall be limited to furthering the corporate purposes and exercising the corporate powers set forth in the Corporation's Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the members of the Corporation, and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any member, private shareholder or individual or any other person, firm or corporation excepting only upon dissolution of the Corporation, organizations of the type specified in the Corporation's Articles of Incorporation.

Section 1.03. Principal Office. The principal office of the Corporation shall be in the County of Alameda, State of California.

Section 1.04. Seal. The corporate seal of the Corporation shall set forth the name of the Corporation and shall have inscribed thereon the words "Incorporated November __, 1975, California."

ARTICLE II

Membership

Section 2.01. Class of Membership, Qualifications, Admission. There shall be only one class of membership in the Corporation, which shall consist of all of the residents of the Bateman Neighborhood in Berkeley, California. The Bateman Neighborhood is defined to mean that area in the City of Berkeley bounded on the South by the Oakland City boundary, and the East by the middle of Telegraph Avenue, on the West by the middle of College Avenue and on the ~~South~~^{North} by the middle of Ashly^b Avenue. Membership shall continue so long as a person continues to reside in the Bateman Neighborhood.

Section 2.02. Certificates of Membership. The Board of Directors may authorize the issuance of certificates evidencing membership in the Corporation. Such certificates shall state that the Corporation is not one for profit, shall be signed by the President or Vice President and the Secretary

of the Corporation and shall otherwise be in such form as may be determined by the Board. If such issuance is authorized, a certificate shall be issued to each member upon becoming a resident of the Bateman Neighborhood and, upon termination of membership, such certificate shall be canceled and the cancellation thereof shall be entered upon the records of the Corporation.

Section 2.04. Transfer of Memberships. No membership, or any right arising therefrom, shall be transferable and any purported transfer thereof shall be void and of no force or effect.

Section 2.05. Property and Voting Rights. No member shall have any right or interest in any property of the Corporation. Each member shall be entitled to one vote and may vote or act either in person or by proxy.

Section 2.06. Dues and Assessments. No member shall be liable for any dues or assessments.

ARTICLE III

Meetings of Members

Section 3.01. Place of Meeting. All meetings of the members shall be held at such place in the City of Berkeley, California, or elsewhere, as may be designated by the Board of Directors.

Section 3.02. Regular Meetings. A regular meeting of members for the election of directors and for the transaction of such business as may properly come before the meeting shall be held on the second _____ of November of each year, commencing with the year 1976, at such place and hour as shall be fixed by the Board of Directors.

Section 3.03. Special Meetings. Special meetings of members for any purpose may be called at any time by the President or by any two (2) directors.

Section 3.04. Notice of Meetings. Notice of each meeting of members, whether regular or special, shall specify the date, place and hour of meeting and shall be given to each member by the Secretary at least twenty-four (24) hours prior to the date of meeting by personal delivery to each residence in the Bateman Neighborhood. Notice of any special meeting shall set forth the general purpose of the meeting.

Section 3.05. Quorum and Manner of Action. Twenty (20) members shall constitute a quorum at all regular or special meetings, except as otherwise expressly provided by these By-laws. In the absence of a quorum, any meeting of members may be adjourned from time to time by vote of a majority of the members present, but no other business may be transacted.

The transactions of any meeting of members, whether regular or special, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present.

ARTICLE IV

Directors

How is this done?

Section 4.01. Number of Directors, Term of Office.

The Board of Directors shall consist of four (4) persons. The number of directors may be changed by amendment of this By-law; provided, however, that there shall never be less than three (3) directors. The four (4) directors named in the original Articles of Incorporation of the Corporation shall hold office until the first meeting of members to be held in 1976, and thereafter until the election and qualification of their successors. Directors shall be elected at each regular meeting of members, commencing with such meeting of members to be held in 1976, and each director shall hold office until the election and qualification of his successor or until his death, resignation or removal.

Why?

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Section 4.02. Organization Meeting. The first

Board of Directors may at any time, and each succeeding Board shall, within five (5) days after the close of the regular meeting of members at which they are elected, hold an organization meeting at which the directors shall organize by electing from their number a President, a Vice President and a Treasurer.

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In addition, the Board of Directors shall elect a Secretary and may elect such subordinate officers as they may determine, none of whom need be a member of the Board or a member of the Corporation. Each officer shall hold office until the election and qualification of his successor or until his death, resignation or removal.

Section 4.03. Place of Directors' Meetings. Meetings of the directors shall be held at such place in the City of Berkeley, California, or elsewhere, as may be designated from time to time by the Board of Directors.

explain Section 4.04. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings. Notice of regular meetings need not be given.

Section 4.05. Special Meetings, Notice, Waiver. A special meeting of the Board of Directors shall be held whenever called by the President, by the Vice President, or by any two (2) directors. Written notice of each such meeting shall be delivered personally to each director or sent to each director by mail or by telegram, charges prepaid, at least one day before the day on which the meeting is to be held. Notice of adjournment of a meeting need not be given to absent directors if the time and place are fixed at the meeting adjourned. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though

had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4.06. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors under any provision of law or these By-laws may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws of this Corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Section 4.07. Quorum and Manner of Action. At all meetings of the Board of Directors a majority of the directors in office at the time, present in person at such meeting, shall be sufficient to constitute a quorum. Unless a greater number

is expressly required by statute or by these By-laws, every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum is present and acting, shall be regarded as the act of the Board of Directors.

Section 4.08. Conduct of Meetings. The President or, in the President's absence, the Vice President, or, in the absence of the Vice President, a chairman chosen by a majority of the directors present, shall preside.

Section 4.09. Resignations and Vacancies. Any director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy or vacancies in the Board shall be deemed to exist in the event of the death, resignation or removal of any director, or the failure of the members at any time to elect the full number of directors. Any vacancy in the Board of Directors may be filled by a majority of the remaining directors though less than a quorum. Each director so elected shall hold office until his successor is elected at any regular meeting of the members or any special meeting called for that purpose. Members may, at any special meeting called, noticed and held for that purpose, elect directors to fill any

vacancies not filled by the directors, or to succeed directors elected by the directors to fill such vacancies.

Section 4.10. Removal of Directors. Any director may be removed from office by the vote of three-quarters of the directors.

Section 4.11. Compensation of Directors. No director shall be entitled to receive any compensation for serving as a director or an officer of the Corporation.

ARTICLE V

Powers of Board of Directors

Section 5.01. General Powers of Board of Directors. Subject to the express provisions of these By-laws as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be controlled by, the Board of Directors. No director shall be personally responsible for any error in judgment or for anything that such director may do or refrain from doing in good faith.

Section 5.02. Incurring of Indebtedness. The Board of Directors, on behalf of the Corporation, may incur such indebtedness for the proper purposes of the Corporation as the Board may deem necessary or appropriate, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure the same by mortgage, transfer in trust, pledge or other encumbrance of the whole or any part of the

assets of the Corporation, and may establish funds and make other provisions for the payment of such indebtedness and interest thereon.

ARTICLE VI

Officers

Section 6.01. Number and Qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer and such subordinate officers, including one or more assistant secretaries and assistant treasurers, as the Board of Directors may designate. Only directors shall be qualified to hold the office of President, Vice President or Treasurer, but the Board of Directors may appoint any person, whether or not a director of the Corporation, to hold the office of Secretary or any subordinate office.

Section 6.02. Election, Term of Office. Each officer shall be elected by the Board of Directors and shall hold office until his successor shall have been elected and qualified, or until such officer's death or until such officer shall resign or be removed in the manner hereinafter provided.

Section 6.03. Resignations. Any officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these By-laws for regular appointment or election to such office.

Section 6.05. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned by the Board of Directors.

Section 6.06. Vice President. At the request of the President or in case of his absence or disability, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 6.07. Secretary. The Secretary shall:

(a) Certify and keep at the office of the Corporation, or at such other place as the Board of Directors may order, the

original or a copy of the By-laws, as amended or otherwise altered;

(b) Keep at the office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors and members, recording therein the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, and the proceedings thereat;

(c) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law;

(d) Be custodian of the records and seal of the Corporation;

(e) Exhibit at all reasonable times to any director, upon application, the By-laws, the membership book and minutes of the proceedings of the members and of the directors of the Corporation; and

(f) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or the President.

Section 6.08. Treasurer. The Treasurer shall receive and have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 6.09. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE VII

Dissolution

Section 7.01. The Corporation shall not be voluntarily dissolved except by the affirmative vote of three-quarters (3/4) of the Board of Directors. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to organizations of the type described in the Articles of Incorporation.

ARTICLE VIII

General

Section 8.01. Annual Report. The Board of Directors shall have no duty to cause any financial statement or other annual report to be sent to the members.

Section 8.02. Fiscal Year. The fiscal year of the Corporation shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date of incorporation to December 31, 1975.

ARTICLE IX

Amendment of By-laws

Section 9.01. Any of these By-laws may be amended or repealed, and new By-laws may be adopted, by vote or written consent of a majority of the members of the Board of Directors.

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that he is the Secretary of Bateman Neighborhood Association, a California nonprofit corporation; that the foregoing is a full, true and correct copy of the By-laws of said corporation; and that said By-laws are in full force and effect as of the date hereof.

Dated: November __, 1975.

Secretary

[seal]