

College/Glen Neighborhood Association

5 0 1 (c) (4)

Corporate/Entity # **1689161**

State Charity Registration # **082195**

Federal Employer ID # **94-3153412**

Endorsed and Filed

June 12, 1991

Articles of Incorporation

of

College/Glen Neighborhood Association

1689161

ENDORSED
FILED
in the Office of the Secretary of State
of the State of California

JUN 12 1991

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF
COLLEGE/GLEN NEIGHBORHOOD ASSOCIATION

501(c)(4)

1.

The name of this corporation is College/Glen Neighborhood Association.

11.

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

111.

The specific purpose for which this corporation is organized is to encourage citizen involvement towards the resolution of problems existing within our defined boundaries, and to identify and try to resolve problems in the surrounding vicinity which could have an adverse impact to our area, as defined in the bylaws.

IV.

The name and address in the state of California, the initial agent for service of process is RICHARD WALKER, 2820 Honeysuckle Way, Sacramento, California 95826-3121.

V.

- A. This corporation is organized and operated exclusively for residents of the College/Glen area of Sacramento, purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political

campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V1.

The College/Glen Neighborhood Association will last on a continuing basis, or until such time as citizen involvement is unnecessary.

The property of this corporation is irrevocably dedicated to maintain and improve the neighborhood (boundaries defined in the bylaws) and no part of the net income or assets of the organization shall ever inure to the benefit of any private person.

On dissolution or winding up of the corporation, its assets remaining after payments of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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V11.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

May 13, 1991
Date

Richard A. Walker
Signature of Incorporator
RICHARD A. WALKER

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Richard A. Walker

College/Glen Neighborhood Association

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Endorsed and Filed

June 12, 1991

By-Laws

of

College/Glen Neighborhood Association

Up-Dated

August 13, 2015

BY-LAWS OF COLLEGE-GLEN NEIGHBORHOOD ASSOCIATION

ARTICLE I

Name

The name of the corporation is the College/Glen Neighborhood Association hereinafter referred to as the "**Association**".

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to College/Glen Neighborhood Association.

Section 2. "Boundaries" of the Association shall encompass Watt Avenue to the east, Howe Avenue to the west, the American River to the north, and Folsom Boulevard to the south.

Section 3. Eligibility for membership shall include all single-family residents, duplexes, four-plexus, and condominiums in the defined area.

Section 4. Eligibility for business sponsorship shall be any business that provides services directly or indirectly to residents within the boundaries.

ARTICLE III

ACTIVE/EXTENDED MEMBERSHIP, VOTING & GOVERNANCE

Section 1. Active membership is defined as a household that is within the boundaries of the Association.

Section 2. Extended Active membership is defined as a former resident of the area and Association Board Member that continues to provide valued services to the Association from outside the boundaries.

Section 3. For the purpose of voting, each active and extended active membership (household) has one vote.

Section 4. The governing body of the Association shall be the Board of Directors.

Section 5. The Association shall not have any mandatory dues. The Association may appeal to members of the residential and business community for donations, contributions, grants and other gifts to support the Association and its activities and projects.

ARTICLE IV
BUSINESS SPONSORSHIP

Section 1. Any family/community oriented business or other local organization that services the membership area directly or indirectly is welcomed and encouraged to take a sponsorship of the Association.

Section 2. Active sponsorship is defined as a business/organization that has current sponsorship with the Association through a financial or in-kind contribution or a mutual exchange of sponsorship with another organization or group.

ARTICLE V
BOARD OF DIRECTORS/EXECUTIVE BOARD

Section 1. The Board of Directors shall consist of the Association Officers and other Board Members.

Section 2. The Board of Directors of the Association shall manage the affairs of the Association in accordance with the Articles of Incorporation and these by-laws.

Section 3. The Association shall maintain at least a twelve (12) member Board of Directors.

Section 4. **Executive Committee:** The Officers of the Association shall make up the Executive Committee.

a) **Power & Authority:** The **Executive Committee**, except for the power to amend the Articles of Incorporation and By-laws, shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

b) **Responsibilities:** The Executive Committee responsibilities shall include preparation and filing of all periodic reports to the Internal Revenue Service, Franchise Tax Board, Secretary of State, Attorney General and any other oversight agencies.

c) **Assignments:** The Executive Board will perform other assignments as requested by the President and/or Association Board.

Section 5. **Executive Board Meetings** The President or any other officer of the Association may call for a Special Executive Board meeting to review sensitive/confidential issues. Executive Board Meetings shall be limited to Executive Committee and Directors. All discussions shall remain confidential.

Section 6. The Association's Executive Committee (Officers) shall be elected or re-elected annually. The term of office for all other members of the Board of Directors shall be for three years.

Section 7. The elections for new and continuing Association Officers and Board of Directors shall be held every year with one-third of the board members being elected or re-elected each year.

Section 8. Any member of the Board of Directors may be removed by a two-thirds majority vote of the remaining directors.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. **Board of Directors** the Board of Directors shall have the power to exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved for the membership by other provisions of these by-laws or the Articles of Incorporation.

Section 2. **Duty:** It shall be the duty of the Board of Directors, to cause and kept a complete record of all its acts and corporate affairs, to conduct, manage, and control the affairs and activities of the Association, and to make sure that the rules and regulations are not inconsistent with the law, the Articles of Incorporation or these by-laws and to present a statement thereof to the members at the annual meeting of the membership, or at any special meeting when such statement is requested.

Section 3. **Vacancies:** When a vacancy on the Board exists, the Executive Board will accept nominations for new director from the current Board members. The vacancy may then be filled by a majority vote of the remaining Board of Directors. New Directors shall be elected by the membership at the next Annual Meeting. A vacancy or vacancies on the board may be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of directors is increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. **Officers:** The officers of the Association shall be President, Vice President, Secretary and Treasurer.

Section 2. **Duties:** The duties of the officers shall be as follows:

President: The President or assigned designee shall preside at all meetings of the Board of Directors. The President shall sign all written instruments, and shall co-sign all checks over \$250. The President or assigned designee shall maintain relationships with community businesses and public representatives, elected officials, area school representatives, emergency and protective services and other associations.

Vice-President: The Vice-President shall act in the place of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice-President shall oversee the membership contribution and sponsorship process and assist the Treasurer with the fiscal reporting of the Association.

Secretary: The Secretary shall keep a complete record of all acts and corporate affairs of the Association. Including, but not limited to, the recording of votes and keeping of the minutes for all meetings and proceedings of the Board and members. The Secretary shall keep a binder of all current incoming correspondence and have said binder available for review at the annual meeting of the membership, or at any special meeting when such a review is requested.

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors, shall sign all checks of the Association, keep proper books of account, and shall prepare an annual budget and a statement of income and expenditures to be shared with the membership at the Annual Meeting of the Membership. The Treasurer shall also give updated monthly reports at each board meeting. Any check over the amount of \$250 shall be co-signed by the President or an assigned designee. The Treasurer will work with the Vice-President in processing all fiscal reporting's of the Association.

ARTICLE VIII DIRECTORS AND THEIR DUTIES

Section 1. **Directors:** All Directors are considered to be Directors at-Large and expected to assist in performing duties mutually agreed upon in support of the Association.

Section 2. **Duty:** Each board/committee member may share his/her position with another board member with board approval.

Section 3. **Review:** The Board of Directors shall annually review the needs and benefits of the various Association positions, appointments, committees, and volunteer activities for the various tasks as deemed appropriate in carrying out the purpose of the Association.

ARTICLE IX
COMMITTEES

Section 1. The Board of Directors shall approve and appoint the following Committees/Positions:

Membership Director: The Membership Director shall keep a current database of all area residents and a record of any financial contributions from the area residents. The Membership Director shall work to encourage residential support for the Association through financial contributions and/or volunteering throughout the year.

Business Sponsorship Director: The Business Sponsorship Director shall contact and solicit membership from businesses that service our area.

Distribution Director: The Distribution Director shall coordinate the distribution of the quarterly newsletter and any additional materials.

Newsletter Editor: The Newsletter Editor shall collect articles for and make ready the quarterly newsletter. The Editor shall prepare and send a black and white digital copy of the newsletter to the printer and a colored copy of the newsletter to the website.

Information & Technology Specialist: The Information & Technology Specialist shall provide computer, sound and other technical services for the Association.

Computer Graphics Specialist: The Computer Graphics Specialist shall provide maps and other graphic designs for the Association.

Website Designer and Operator: The Website Designer and Operator shall design and maintains the Association's website.

Social Coordinators: The Social Coordinators shall arrange for and coordinate refreshments at Association activities.

Education/Safety Committee: The Education/Safety Committee shall make suggestions for activities and events that encourage and support community awareness of ways to protect, educate and preserve the community.

By-Laws Committee: The By-Laws Committee shall review and amend the Association By-Laws when it is determined by 2/3 majority of the Board of Directors that a modification of the current policies and or procedures might better serve the needs of the Association.

The President, or any other Director may request other committees as the need may arise.

ARTICLE X ELECTION PROCESS FOR ASSOCIATION DIRECTORS

Section 1. The Executive Board shall prepare a slate of officers and board members to present to the Board of Directors for approval and for presentation to the membership for vote at least 30 days prior to the Annual Meeting.

Section 2. Each Active and Extended Active member of the Association shall receive one ballot with a designated return address affixed to it. Each household may return their ballot to the designated address by U.S. Mail or bring it to the Association's Annual Meeting.

ARTICLE XI MEETING OF MEMBERS AND BOARD OF DIRECTORS

Section 1. **Annual Meeting:** The Association shall hold an Annual Membership Meeting in October for the purpose of electing the officers and board of directors and providing a summary of the year's activities and financial status of the Association.

Section 2. **Regular Meetings:** In addition to the October Annual meeting the Association shall hold regular board meetings on the second Thursday of each month. The Annual Meeting and all regular meetings of the Association are open to the membership, as well as sponsors, area representatives and other supporters of our community.

Section 3. **Special Meetings** of the membership of the Association may be called at any time by the President, Board of Directors, committee chairs, or upon the written request of 75 voting (household) members of the Association.

Section 4. **Notice:** Notice of any special meetings of the Association shall be given at least 24 hours prior to the meeting. Such notice shall specify the place, day, hour of the meeting, and purpose of the meeting.

Section 5. **Emergency Meetings:** E-mail consensus on pressing issues may be executed to address emergency issues when it is not practical to assemble the Board of Directors. Subsequent action by the Association shall be based on majority approval of the full Board of Directors.

Section 6. A **quorum** shall consist of no less than 50 % plus 1 board member present for any given meeting.

Section 7. **Participation in Meeting by Conference Telephone:** Members of the Board may participate in a meeting through the use of conference telephone or similar communication equipment, so long as all members participating in such a meeting can hear one another.

Section 8. **Waiver of Notice:** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to hold the meeting whether before or after the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. **Adjournment:** A majority of the directors present, whether or not a quorum is present may adjourn any director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 10. **Conduct of Meetings:** Meeting of the Association shall follow the basic "Roberts Rules of Order". However, such rules may be revised to better accommodate the purpose of the Association or insofar as such rules are not consistent with or are found to be in conflict with these by-laws, the Association's Articles of Incorporation, or any provisions of the law.

Section 11. **Action Without a Meeting:** If all members of the Board individually or collectively consent in writing for a required or permitted action to be taken without a meeting the Board may take such action. However, the consent or absence of consent by any director or directors having a material financial interest in a transaction may be excluded from the process without impacting the process. All such action must to be reported by the Secretary and filed with the minutes of the Association's other proceedings.

Section 12. **Rights of Inspection:** Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

Section 13. **Committees:** The Board may appoint one or more committees, each consisting of one or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of the majority of all members;
- (b) The filing of vacancies on the board or in any committee;
- (c) The fixing of compensation of the directors for serving on the board or on any committee;
- (d) The amendment or repeal of the by-laws or the adoption of new by-laws;
- (e) The amendment or repeal of any resolution of the board, which by its express terms is not amenable or repealed;
- (f) The appointment of other committees of the board or the members thereof;
- (g) The approval of any self-dealing transaction, as such transactions are defined in California Code Section § 5233 (a), of the Nonprofit Public Benefit Corporation Law.

ARTICLE XII BOOKS AND RECORDS

The books, non-confidential records and papers and by-laws of the Association, shall be available for inspection by any member of the Association. Request for such review shall be submitted to the Association Board in writing.

ARTICLE XIII FISCAL YEAR

The fiscal year for the College/Glen Neighborhood Association shall be July 1 through June 30.

ARTICLE XIV AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by the following procedures:

1. An amendment may be proposed by the joint action of at least three Directors at any regular or special meeting of the Board of Directors.
2. An amendment may be proposed by a majority vote of the members present and voting at a meeting of the membership, in which case the proposed

amendments shall be considered by the Board of Directors at its next regularly scheduled meeting.

3. An amendment may be proposed by action of the By-laws Committee, in which case the proposed amendment shall be considered by the Board of Directors at its next regularly scheduled meeting.

4. All proposed amendments shall be referred to the By-law Committee which shall be responsible for determining that the proposed amendments does not conflict with the Articles of Incorporation or state or federal laws for drafting the appropriate language so as to avoid or reconcile potential conflicts with other provisions of these by-laws.

5. The Secretary shall send a copy of such proposed amendment/s to each member of the Board of Directors at least 20 days before the meeting at which it will be considered.

6. Upon the favorable vote of a 2/3 majority of the members of the Board of Directors present at such meeting of the Board of Directors, the proposed amendment/s shall be adopted.

ARTICLE XV INDEMNIFICATION

Section 1. **Definitions:** For the purpose of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise whether civil, criminal, administrative, or investigative, and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under section 3 or 4 of this Article.

Section 2. **Indemnification in Actions by Third Parties:** the Corporation shall have power to indemnify any person who was or is a party or is threatened to be a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had on reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption

that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Other Indemnification: To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit corporation Law.

Section 4. Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violation provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 5. Non Applicability to Fiduciaries of Employee Benefit Plans: This section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in section 1 of this article. The Corporation shall have the power to indemnify such Director, investment manager, or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California General Corporation Law.

ARTICLE XVI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to public charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes as established under Internal Revenue Code section 501 (c) (4) for tax-exempt status activities.

Aug 13, 2015
Date Signed

Annette Deglow
Printed Name of Incorporator

Annette Deglow
Signature of Incorporator