

**BY-LAWS**  
**Berkeley Neighborhoods Council**  
A Non-profit Organization  
Revised January 13, 2024, from version dated April 28, 2017

**I**  
**Principal Office**

The principal office for the transaction of the business of the organization is at 1 Hazel Road, Berkeley, 94705, Alameda County, California. The members may at any time change the location of the principal office from one location to another in Berkeley, California.

**II**  
**Membership**

**Section 1. Members**

Any person who resides in Berkeley, California, attends the monthly meetings and is part of the Berkeley Neighborhoods Council email list shall be an active member. Any member may nominate themselves or another member to be considered for the Executive Committee by sending a message to the Chair that includes the reason they wish to serve and their qualifications.

**Section 2. General Meetings**

A minimum of four general membership meetings will be held per year on dates selected by the Chair and Executive Committee. These will be held in person, by video conference, or in a combination of both.

**Section 3. Liabilities**

No person who is now, or who later becomes, a member of this organization shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this organization shall look only to the assets of this corporation for payment.

**III**  
**Executive Committee**

**Section 1. Powers**

Subject to the provisions of the Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws, Berkeley Neighborhoods Council's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Executive Committee. The Executive committee shall, by majority vote, set policy and general operating procedures, and make decisions on membership requirements. It shall approve communications being sent to other organizations.

## **Section 2. Number of Executive Committee Members**

The Executive Committee shall consist of no fewer than three (3) members and no greater than eleven (11) members, with the exact number of authorized members to be fixed by resolution of the Executive Committee from time to time.

## **Section 3. Election and Terms of Office**

The Executive Committee shall elect members to serve for one-year terms. Election requires approval of the Executive Committee by a majority vote. No limits are placed on the number of terms an Executive Committee Member may serve.

## **Section 4. Resignation and Removal**

Any Executive Committee member may resign at any time by giving notification to the Chair or Vice Chair, or Secretary (defined in Section IV.1). The resignation shall take effect upon receipt of notice or at any later time specified in the notice. An Executive Committee member may be removed from the committee at any time by a vote of the majority of the Executive Committee then in office.

## **Section 5. Filling Vacancies**

Vacancies on the Executive Committee may be filled by majority vote of the Committee.

## **Section 6. Meetings of the Executive Committee**

The chair shall hold a minimum of four meetings of the Executive Committee per year. A quorum shall be a majority of the committee members attending a meeting for the transaction of business, with a majority vote necessary to approve any motion.

## **Section 7. Legal Proceedings, Financial Limitations**

Matters pertaining to the initiation of court proceedings must be authorized at a meeting of the Executive Committee and require an affirmative vote of two thirds of the committee members attending the meeting. Expenditures of more than two hundred and fifty (250) dollars must be authorized at a meeting of the Executive Committee.

## **Section 8. Powers of the Chair**

Subject to the limitations of other sections of the by-laws, and of California law, all powers of the organization shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by the Chair with the consent of the Executive Committee.

## **Section 9. Political Activity**

This organization shall not participate or intervene (including the publishing or distributing of statements), directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office.

Not devote more than an insubstantial part of its' activities attempting to influence legislation or not normally make expenditures in excess of expenditure limitations outlined in section 501(h). The organization may use up to 20% of the first \$500,000 of its exempt-purpose expenditures to lobby.

This organization may publish its approval or opposition to positions held by candidates without stating the candidates' name.

Election Forums may be held on offices or initiatives in upcoming elections. If an office is included, all candidates for that office must be invited to participate.

## **IV Officers**

### **Section 1. Officers**

The officers of this corporation shall be a chair, vice-chair, secretary, and treasurer. The officers of this corporation must be members of the community and live in Berkeley, California. One person, other than the Chair, may hold more than one of these offices. An officer may delegate any of their duties to other committee members.

### **Section 2. Election**

At the first meeting of the Executive Committee following January 1 of the new year, the committee members shall elect the officers of this organization for a term of one year. No limits are placed on the number of terms an Officer may serve.

### **Section 3. Vacancies**

If an office becomes vacant, the office will be filled at the next meeting of the Executive Committee.

### **Section 4. Chair**

The chair is elected by a majority of those present at the first general meeting of the Executive Committee of the new year. The term of office for Chair shall be one year. No limits are placed on the number of terms the chair may serve.

Subject to the control of the members of the organization, the chair shall have general supervision, direction and control of the business and affairs of the organization. The chair shall preside at all meetings of the members and shall have other powers and duties as may be prescribed from time to time by the members of the Executive Committee.

### **Section 5. Vice Chair**

**The Vice Chair shall assist the Chair when asked to do so. If the Chair cannot for any reason perform his/her duties, the Vice Chair shall assume the duties of the Chair until a new Chair is elected by the Executive Committee.**

### **Section 6. Secretary**

**The secretary shall perform the following tasks:**

- 1. Work with the Chair to finalize BNC meeting agendas.**
- 2. Post all information on the BNC website.**
- 3. Send emails to the BNC email lists as approved by the Chair.**

## Section 7. Treasurer

The treasurer shall perform the following tasks:

1. Make deposits into the BNC bank account.
2. Keep a ledger for tax accounting.
3. Work with a tax preparer to file both Federal and State taxes.
4. Keep the Executive Committee informed of the status of the BNC bank account.
5. Assist if required to pay any invoices incurred in the course of doing business.
6. Send acknowledgements to donors for tax purposes.

## VI Dissolving Organization

Dissolving the organization. If the organization ceases to operation, any funds in the treasury will be donated to an existing 501(c)3 organization.

The undersigned Chair of the organization known as the Berkeley Neighborhoods Council does hereby certify that the above and foregoing by-laws, were on the 13<sup>th</sup> day of January 2024, duly adopted by the members attending a general membership meeting called and noted for that purpose.

Attest: Dean Metzger  
Chair

The undersigned Vice-Chair of the organization known as the Berkeley Neighborhoods Council does hereby certify that the above and foregoing by-laws were, on the 13<sup>th</sup> day of January 2024, duly approved by the members attending a general membership meeting called and noted for that purpose.

Attest: Shirley Dean  
Vice-Chair