

**Bylaws of the
Oak Knoll Neighborhood Improvement Association, Inc.
A California Nonprofit Public Benefit Corporation**

Article 1: Name of Organization

The name of the corporation shall be the Oak Knoll Neighborhood Improvement Association, Inc. (“the Association”), a California nonprofit public benefit corporation of homeowners and tenants. It embraces all the residential properties as described in Article 3.

Article 2: Purpose

The purposes for which the Association is organized are:

- A. To enhance the livability of the neighborhood (the Oak Knoll, Eastmont Hills, and King Estate area) by establishing and maintaining an open line of communication and liaison among the neighbors, governmental agencies, and other neighborhoods
- B. To provide a process by which all neighborhood residents may involve themselves in the affairs of the neighborhood
- C. To increase the visibility and voice of the homeowners and tenants in matters related to the betterment of the neighborhood
- D. To further any such objectives approved by the Oak Knoll Neighborhood Improvement Association, Inc. Board of Directors or membership.

Article 3: Boundaries

The Association boundaries are as delineated below

Oak Knoll	Eastmont Hills	King Estate
Alacala Avenue	82nd Avenue (2906 - 3427)	Crest Avenue (7695 - 8050)
Blandon Road	Aster Avenue	Earl Street (7900 - 8136)
Calandria Avenue	Cosgrave Avenue	Field Street (3531 - 3632)
Castlewood Street	El Monte Avenue	Fontaine Street (7901 - 8115)
Crest Avenue (9150 - 9201)	Golf Links Road (8214 - 8491)	Greenly Drive (7701 - 8141)
Encina Avenue	Lamp (3409)	Keller Avenue (3701 - 3917)
Encina Way	Michigan Avenue	Lamp (3519 - 3601)
Flintridge Avenue	Ney Avenue (8201 - 8505)	Sterling Drive (7701 - 8019)
Fontaine Street (8800 - 9160)	Outlook Avenue (8201 - 8430)	Winthrope Street (7901 - 8140)

Glenly Road Golf Links Road (9617 - 8500) Granada Avenue Las Vegas Street Margarita Avenue Mirasol Avenue Murrillo Avenue Oak Knoll Blvd Sarazen Avenue	Partridge (3201 - 3361) Sunkist Drive (7755 - 8128) Utah Street	
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Article 4: Membership

Section 1. Qualifications: Membership in the Association shall be open to all residents, property owners, and tenants located within the boundaries as defined in Article 3.

Section 2. Membership Dues: The annual dues shall be as specified by a majority vote of the Board. Dues shall be no less than \$15 per year.

Section 3. Voting: All members as defined above shall have one vote each to cast during attendance at the annual membership meeting when voting is required.

Article 5: Privacy

Contact information provided by members and others shall be used solely for the purpose of Association business. The Association shall never release information about its members to anyone outside the Association for any purpose without the express permission of the member.

Article 6: Membership Meetings

Section 1. Annual Membership Meeting

An annual membership meeting shall be held in first quarter of each year for the purpose of selecting the Board of Directors. Annual meetings shall be noticed utilizing email fourteen (14) days in advance.

a. Membership Voting

Membership voting shall be in-person, via proxy, or electronic.

b. Membership Quorum

A quorum for the transaction of business at the annual membership meeting shall be a simple majority of the members whose fees are current. Electronic votes, proxy votes, and members present shall be used to determine a quorum.

Section 2. Special Meetings

Special meeting may be called as deemed necessary by the chair or majority vote of the Board of Directors. Special meetings shall be noticed utilizing email fourteen (14) days in advance.

a. Special Meeting Voting

Any special meeting attendee who resides within the Association boundaries may vote on specific subjects presented there.

b. Special Meeting Quorum

A quorum for special meetings shall be a simple majority of the attendees present.

Section 3. Agenda

The chair shall prepare the agenda for membership and special meetings. Any person may add to the agenda by presenting the item in writing at least seven (7) days in advance of the meeting or by making a motion to the Board of Directors to add an item to the membership meeting agenda. Adoption of the motion requires a second and a majority vote.

Article 7: Procedure

Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

Article 8: Financial Support

In addition to membership dues, fundraising may be authorized by the Board of Directors.

Article 9: Board of Directors

The powers of the Association shall be vested in a Board of Directors of no less than three (3) and no more than nine (9) people who support the goals of the Association

and who shall serve without pay. Board of Director members shall be members of the Association.

Section 1. Board of Director Officers

The officers of the Association's Board of Directors shall be determined by majority vote of the Board and shall be a chairperson, vice-chair, secretary, and treasurer.

- a. The chair is the Chief Executive Officer and shall prepare agendas for, and preside over, all meetings of the membership and Board of Directors.
- b. The vice-chair shall fulfill the chair's responsibilities when the chair is vacant.
- c. The secretary shall keep minutes, list of all attendees and members, and written records of all membership meetings and Board of Director meetings, and post electronically for Board approval.
- d. The treasurer is the Chief Financial Officer and shall be held accountable for all funds and shall give an accounting at each annual meeting of the Association; shall keep the membership roles; and shall receive, safe keep, and disperse funds. All disbursements require the signatures of the treasurer and chair.

Section 2. Board of Directors Meetings

The Board of Directors shall meet as deemed necessary by the chairperson or majority vote of the Board, utilizing email with advance notice of at least seven (7) days.

Section 3. Board of Directors Quorum

A quorum for the transaction of business at any Board of Directors meeting shall be a simple majority of current Board members. Votes can be in-person, via mail, or electronic.

Section 4. Board of Directors Term of Office

At the time of his or her election, each director shall be assigned to Class A, Class B, or Class C, and an effort shall be made to keep each class of directors of approximately equal size. Each director shall hold office for a term of three (3) years, except that for the initial Board elected at the organizational meeting in 2014:

- a. Directors in Class A shall have their term expire in 2015 (and every three years thereafter);

- b. Directors in Class B shall have their term expire in 2016 (and every three years thereafter); and
- c. Directors in Class C shall have their term expire in 2017 (and every three years thereafter.)

Directors may be re-elected to additional three-year terms upon approval of a majority of the Board of Directors. Terms of office shall begin immediately following election. .

Section 5. Board of Directors Vacancies

Vacancies on the Board of Directors shall be filled by Board appointment of a qualified candidate. Such appointees shall hold office until elections are held at the next meeting of the members. Appointed Directors shall be entitled to the same powers and elected terms of office as elected Directors.

Section 6. Board of Directors Qualifications

Only persons eligible for Association membership shall be qualified to hold an elected or appointed position.

The Board of Directors shall recruit Board candidates from the three neighborhoods delineated in Article 3 and an effort shall be made to achieve equal representation in the following neighborhoods:

- a. Oak Knoll
- b. Eastmont Hills
- c. King Estate.

Section 7. Director Removal

Conditions and mechanisms for director removal are as follows:

- a. Any Director absent from three consecutive meetings of the Board without good reason for such absence shall be served written notice of his/her resignation.
- b. Any Director determined by the Board to be exhibiting conduct incompatible to the purpose of the Association shall be removed by a majority vote of the Board of Directors.

Section 8. Powers of the Directors

The Directors shall have the power to:

- a. Call special meetings of the members whenever deemed necessary
- b. Conduct, manage, and control the affairs and business of the Association and make rules and regulations not inconsistent with the laws of California or these by-laws, for the guidance of the officers and management of the affairs of the Association
- c. Speak on behalf of the Association members on matters that have been approved by a majority decision
- d. Speak on behalf of the Board of Directors on matters not approved by a majority decision
- e. Incur indebtedness and approve all payments related to the operation of the Association
- f. Consider and recommend to the membership from time to time such policies, plans, and measures as, in its judgment, shall be in the best interest of the Association.

Section 9. Director Conflict of Interest

Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article 10: Committees

Section 1. Standing Committees

Standing committees shall be determined as necessary by the Board of Directors. Standing committees may conduct the Association business as determined by the Board of Directors.

Section 2. Advisory Committees

Advisory Committees may be determined as necessary by the Board of Directors. Advisory Committees serve in an advisory capacity to the Board of Directors and shall not conduct the Association business.

Article 11: Amendments

Any and all amendments to these bylaws shall be approved by a majority of the Board of Directors and shall be ratified by a majority vote of all members present, in person, or by proxy, at the next annual or special member meeting of the Association.

Article 12: Non-Discrimination

The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender, nation of origin, or military service.