

**BERESFORD-HILLSDALE NEIGHBORHOOD ASSOCIATION**  
**BYLAWS**

**ARTICLE 1 – NAME AND PURPOSE**

**SECTION 1**

This organization shall be known as the BERESFORD-HILLSDALE NEIGHBORHOOD ASSOCIATION (“Association”).

**SECTION 2**

The purpose of the Association shall be to represent San Mateo residents, particularly those in the area of Southwest San Mateo, South of Highway 92 and West of El Camino Real as depicted on the attached map, “Attachment A – BHNA Boundaries R2006” (“Area”) (needs update to include 25<sup>th</sup> Ave area); to protect and enhance the aesthetic beauty of the community, support logical zoning and the development of facilities for recreation and culture; and generally act for the best interests of residents and property owners of San Mateo.

**SECTION 3**

This Association shall be a not for profit, 501(a) organization. No part of any income of this Association shall inure to the benefit of any Director or member and upon dissolution all of the assets shall be donated to an established 501(a) organization in the City of San Mateo that shares the Association’s general purpose.

**SECTION 4**

The Association shall not support the political candidacy of any individual. Nothing contained in these Bylaws shall be construed to preclude Association members from acting independently on any issue or from supporting candidates or ballot measures of their choice.

## **ARTICLE 2 – MEMBERSHIP**

### **SECTION 1**

**Eligibility – Classes of Membership:** Any person 18 years of age and older with a primary residence in BHNA’s Area shall be eligible for an “Active” voting membership in the Association. Any person 18 years of age and older, without regard to residence, shall be eligible for a non-voting “Friends of BHNA” membership. All applicants for Active membership shall at least annually submit a completed application with dues payment, setting forth their full name(s), contact information, and affirming that they are at least 18 years of age and that their primary residence is located within BHNA’s Area. Both classes of membership require the ongoing payment of dues.

### **SECTION 2**

**Dues:** Annual membership dues shall be paid per residential unit, and shall be the same for both classes of membership. Every member of that residential unit, 18 years of age and older, shall be considered a member for eligibility as defined in these bylaws. The amount of dues can be changed by at least a 2/3 vote of the Board, or by at least a 2/3 vote of membership at any regularly scheduled meeting of the Association. Dues are considered paid when received by an officer of the Association and will be applied to the fiscal year following the date of payment. Any increase in dues shall be applicable to the fiscal year specified in the approval and shall not be retroactive to a current or previous fiscal year.

### **SECTION 3**

**Resignation:** Any member may resign from the Association by submitting a letter or electronic mail to the Board. Any member who fails to pay dues when required will be considered “Inactive” and, therefore, ineligible to vote or hold office until such dues have been paid in full.

## **SECTION 4**

**Removal:** A member may be removed from membership in the Association for cause at the recommendation of the Board followed by a vote of at least 3/4 of the members present at a regularly scheduled meeting of the Association.

## **ARTICLE 3 – OFFICERS AND DIRECTORS**

### **SECTION 1**

**Qualifications:** Officers and Directors must be Active members in good standing of the Association.

### **SECTION 2**

**Officers:** The Officers of the Association shall consist of the following, elected from the currently elected Directors:

**President:** The President shall preside at all meetings of the Association and shall become the Past President for the term immediately succeeding his/her term as President.

**Past President:** To provide for continuity, the President shall become the Past President for the term immediately succeeding his/her term as President. If the immediate prior President cannot serve, any former President is eligible for this office.

**Vice President:** The Vice President shall preside in the absence or at the direction of the President and shall succeed to the Presidency when a vacancy occurs in that office.

**Secretary:** The Secretary shall keep an accurate record, in permanent form, of all meetings of the Association and of the Board.

**Treasurer:** The Treasurer shall receive and account for all Association funds, and shall present a detailed annual report at the first regular meeting of each calendar year. He/she shall provide reports at each meeting of the Board. At any regular meeting, any member may request a Treasurer's report be given at the next regular meeting. Disbursement of funds, not in the normal order of business, must be authorized by a majority vote of the Active membership or by a majority vote of the Board of Directors.

Checks shall be signed by any two of the following: the Treasurer, the President, the Vice President, or any former President, if the Board approves that person. As part of receiving member's dues, the Treasurer shall work with the Membership Coordinator to maintain a list of current membership, including each member's address, telephone number, and/or email address. The Treasurer shall also compile, produce, and file all tax related documents and all documents required to maintain the Association's tax-exempt status.

**Representatives to the San Mateo United Homeowners Association (SMUHA):** The Board shall appoint from its membership representatives and alternate representatives to SMUHA or any similar successor organization.

**Non-Officer Positions:** The Board may appoint the following from among its members: Newsletter Editor, Membership Coordinator, and Communications Coordinator. All shall have the powers, duties, and qualifications set forth in Appendix A. (Find and attach Appendix A)

**Assistance to Officers:** The Board may designate any Association member to assist any officers with any of their duties, with the exception of check signing which cannot be delegated to other than those described above. Two members may share the Secretary and Treasurer positions.

### **SECTION 3**

**Directors:** There shall be no fewer than five or more than nine Directors of the Association. Directors shall be elected at the same Regular Meeting as the Officers. The duties of each director shall be to work with all Board members to manage the affairs of the Association, as outlined in these Bylaws.

**Directors Emeritus:** There shall be a maximum of three Directors Emeritus of the Association who shall be elected at the same meeting as the Officers and Directors. They shall be former officers and directors whose experience is beneficial to the continued successful operation of the Association. They will attend all Board meetings, serve the same purpose, and have the same voting rights as Directors.

#### **SECTION 4**

**Board of Directors:** All Officers, Directors, and Directors Emeritus are to be members of the Board of Directors (“Board”) and shall possess full voting rights on the Board.

**Powers:** Subject to applicable law and the provisions of these Bylaws, all Association powers shall be exercised by or under the authority of, and the affairs of the Association shall be controlled by the Board. However, the Board can take no position on behalf of the Association on any issue without the consent of the Active members as described in Article V, Sections 1 and 2. The Board may however, take and publicize a position as the Board, which shall become the Association position on the issue as provided in Article V, Sections 1 and 2. If the membership disapproves the Board’s position, the position of the Board shall be rescinded and shall not be the position of the Association. It shall be the duty of the Board to keep the membership apprised of any matters of interest to the Association.

**Meetings:** The Board meetings shall take place in at least four months of the year, not to include December. The Board shall hold a reorganization meeting after the new Board members are installed, and before the next regular Association meeting, at a time and place to be selected by the President. Additional Board meetings may be held at such time as determined by a majority of the Board at a prior Board meeting. The president, when he/she deems it necessary, may call a special meeting of the Board. Where the President is unwilling or unable to act, such a meeting may be called by a quorum of directors.

#### **SECTION 5**

**Receipt of Funds:** All officers shall be empowered to receive payment of dues and shall be required to promptly submit all such funds to the Treasurer.

#### **SECTION 6**

**Election of Officers, Directors, and Directors Emeritus:** During September of each year, a nominating committee of three regular Association members shall be selected by the President with the concurrence of the Board to nominate Officers, Directors, and

Directors Emeritus for the succeeding year. The report of the nominating committee shall be presented at the first regular meeting of the Association in each calendar year. During that meeting additional nominations from the floor shall be permitted. Where none are made, the entire slate may be elected by acclamation. If there are additional nominations, each candidate shall be permitted to speak on his/her candidacy for a time not to exceed five minutes. Election for each office shall be by secret ballot of the Active members, and favorable votes from a majority of the Active members present shall elect each candidate. Separate balloting shall be used to fill each office. Installation of those elected shall take place at this meeting. The term of office for all those elected shall end upon the installation of a successor. Further, no Officer, Director, or Director Emeritus shall hold the same office for more than two consecutive terms of two years each.

#### **SECTION 7**

**Removal of Officers and Suspension:** The same provisions governing the removal of members shall govern the removal of officers of the Association. In addition, any Officer, Director, or Director Emeritus who, without excuse, fails to attend three consecutive regular meetings, three consecutive Board meetings, or who does not perform duties assigned to him/her may be removed from the Board upon a 2/3 vote of the Board at a meeting at which a quorum is present. Any Officer, Director, or Director Emeritus allowing public use or publicity of his/her position in this Association in violation of these Bylaws shall be immediately deemed suspended from all duties and can only be reinstated by a majority vote of the Active members at the next regularly called meeting. In the interim, the President may assign the suspended Board member's responsibilities to another Officer, Active member, Director, or Director Emeritus

#### **SECTION 8**

**Replacement:** Should any Officer, Director, or Director Emeritus become unwilling or unable to continue in his/her office, or be promoted, suspended, or removed from

his/her office, a replacement may be elected to fill the office for the remainder of the term by a majority of the Board at a meeting where a quorum is present.

## **ARTICLE 4 – MEETINGS**

### **SECTION 1**

Regular meetings of the Association shall be held in a minimum of four months of the year with the exception of December. The location and time of the meetings is to be determined by the President. All members shall be notified in writing at least five days prior to any meeting. For purposes of this section, notice is deemed given when mailed (USPS) or sent (email).

### **SECTION 2**

Twenty-five of the Active Association members at any properly called general Association meeting shall constitute a quorum. A quorum for Board meetings shall be more than half of the current membership of the Board.

### **SECTION 3**

Meetings shall be conducted in accordance with Robert’s Rules of Order, Revised Edition, insofar as they do not conflict with specific provisions of these Bylaws.

### **SECTION 4**

All regular meetings of the Association shall be open to the press and the public. The President or the designee conducting the meeting may require all at the meeting to sign an attendance register.

## **ARTICLE 5 – PUBLIC POLICY POSITIONS**

### **SECTION 1**

**Process for Regular Approval:** Proposals for Association Public Policy Positions may be initiated by the Board or Active Members and will be submitted with recommendation by the Board to the Association membership for an approval vote at a regularly scheduled Association meeting. A 2/3 favorable vote of Active Members will be

required for adoption. If said public policy position is adopted, any Officer or Director opposing the adopted position shall be expected to abide by this position and either support or remain publicly silent on the public policy position in question. Where such Officer or Director feels that he/she must publicly announce opposition, said intention shall be communicated to those present at the meeting wherein said public policy position is adopted. When announcing such opposing view, he/she shall affirmatively state that he/she is acting on his/her own and shall in no way associate him/herself with the Association while doing so. It shall be understood that the Association has no desire, either overt or covert, to restrict in any way the rights of its individual members, Officers, or Directors

## **SECTION 2**

**Process for Approval of Time Sensitive Positions:** The Board may take a position to be publicly announced on time sensitive matters concerning, affecting, or being considered by the State of California, the City of San Mateo, the County of San Mateo, or any other governmental entity, or to urge any of said bodies to take a position or action in the public interest. Said Board position shall be posted on the Association website, announced in the next newsletter, and announced at the next regularly scheduled Association meeting. Said position shall become the position of the Association only after a 2/3 favorable vote of the Active members present at that regularly called meeting. If the vote disapproves the Board position, that position shall be rescinded and shall not be the position of the Association.

## **ARTICLE 6 – AMENDMENTS**

These Bylaws may be amended by a 2/3 vote of the Active members present at any regularly scheduled meeting of the Association provided that proper notice has been given at the preceding regularly scheduled meeting. Members shall have the opportunity to request a copy of such amendments when the first notice is provided.

**Issues discussed but not resolved/included in this revision:**

- Prohibition of 2 or more Officers or Directors collectively endorsing a candidate or position as individuals not as Board members. . . to address the concern that when multiple Officers/Directors collectively take a position it is likely to be perceived as an official Board position. (Insert Article 5, Section 3 ?)
- If unable to meet in a timely fashion, Board votes may be conducted electronically with unanimous approval required for passage.  
(Insert Article 3, Section 4 @end)

Revision: 7.22.19