

BY-LAWS OF THE BERESFORD/HILLSDALE NEIGHBORHOOD

ASSOCIATION

ARTICLE 1 – NAME AND PURPOSE

SECTION 1. This organization shall be known as the BERESFORD/HILLSDALE NEIGHBORHOOD ASSOCIATION.

SECTION 2. The purpose of the ASSOCIATION shall be to represent San Mateo residents particularly those in the area of West San Mateo, South of Highway 92 and West of El Camino Real as depicted on the attached map, “Attachment A - BHNA Boundaries R2006” (“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. This ASSOCIATION shall be a non-profit organization.

SECTION 3. The ASSOCIATION is not organized for profit. No part of any income of this ASSOCIATION shall inure to the benefit of any Director, Officer or member and upon dissolution all of the assets shall be donated to an established non-profit organization.

SECTION 4. The ASSOCIATION shall not support the political candidacy of any individual. Nothing contained in these By-Laws shall be construed to preclude ASSOCIATION members from acting independently on any issue or from support candidates or ballot measures of their choice.

ARTICLE II – MEMBERSHIP

SECTION 1. Eligibility: Classes of Membership. Any bona-fide resident in the AREA shall be eligible for regular ASSOCIATION membership. Also, an associate membership shall be available for those residents who reside in other areas of the City of San Mateo. Membership dues shall be paid per family dwelling unit. Every permanent member of that household unit, 18 years of age and older, shall be considered as a member for eligibility and all other purposes under these By-Laws. All applicants for regular membership must certify that they are residents in the AREA, and must provide their names to the ASSOCIATION when the dues are paid. Applicants for associate membership must certify that they are residents of the City of San Mateo. The sole additional requirement for regular or associate memberships shall be the payment of annual dues to an officer of the ASSOCIATION.

SECTION 2. Dues: The amount of the dues can be changed by a two-third (2/3) vote of the Board of Directors, or a two-third (2/3) vote of the regular membership at any regularly scheduled general meeting. Dues are to be considered paid when received by an officer of the ASSOCIATION, and said dues will be considered payment for the calendar year following the date of payment. Any raise in dues shall be applicable from the date specified in the approval, but shall not be retroactive to any member in good standing until such time as said members current dues expire.

SECTION 3. Resignation: Any member may resign from the ASSOCIATION by submitting a letter to this effect to the Secretary of the ASSOCIATION or by failure to pay dues when required.

SECTION 4. Removal: a member may be removed from membership in the ASSOCIATION for cause, by a vote of three-fourths (3/4) of the members present at a regularly scheduled meeting of the ASSOCIATION.

ARTICLE III – OFFICERS AND DIRECTORS

SECTION 1. Qualifications: Officers and directors must be regular members in good standing of the ASSOCIATION.

SECTION 2. Officers: The officers of the ASSOCIATION shall consist of the following:

President – The President shall preside at all meetings of the ASSOCIATION and shall become the Past President and Parliamentarian for the term immediately succeeding his term as President.

Past President – To provide for continuity, the President shall become the Past President and Parliamentarian 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 of Directors.

Treasurer – The Treasurer shall receive, receipt for and account for all ASSOCIATION funds. The Treasurer shall present a detailed annual

report at the January regular meeting of the ASSOCIATION. He/she shall provide monthly 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 order of the Regular 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 that person is approved by the BOARD. As part of receiving members' dues, the Treasurer shall maintain a list of current membership, including each member's address and 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.

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.

SECTION 3.

A. Directors: There shall be five (5) Directors of the ASSOCIATION.

Directors shall be elected at the same 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 By-Laws.

B. 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 essential to the continued successful operation of the

ASSOCIATION. They will attend all BOARD meetings, and serve the same purpose, and have the same voting rights, as Directors.

C. Newsletter Editor – The BOARD shall appoint a Newsletter Editor from one of its members.

D. Representatives to San Mateo United Homeowners Association – The BOARD shall appoint representatives and alternate representatives to San Mateo United Homeowners Association, or any similar successor organization, from its membership.

SECTION 4.

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

A. Powers: Subject to applicable law and the provisions of these By-Laws, 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 regular members, as described in Article V, Section 1. 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, Section 1, below. 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.

B. Meetings: The Board meetings shall take place in at least nine 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 necessary may call a special meeting of the Board of Directors. Where the President is unwilling or unable to act, such a meeting may be called by a quorum of directors.

SECTION 5. All officers shall be empowered to receive funds in payment of dues, and shall be required to submit all such funds to the Treasurer within five (5) days of their receipt. No cash shall be accepted by any Officer, unless an acceptable receipt or copy thereof is issued for such payment.

SECTION 6. Election of Officers, Directors and Directors Emeritus: During the month of September each year, a nominating committee of three (3) regular ASSOCIATION members shall be selected by the President with the concurrence of the BOARD, to nominate officers and directors and Directors Emeritus for the succeeding year. The report of the nominating committee shall be presented at the regular January meeting of the ASSOCIATION. 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 candidacy for a time not to exceed five (5) minutes. Election for each office shall be by secret ballot of the regular members, and favorable votes from a majority of the regular members present shall elect each candidate. Each office shall be filled by separate balloting. Nominations for the succeeding contested office shall be reopened after election of the preceding officer. Election and installation of officers shall take place during the regular January meeting. The term of office for all officers and directors and director emeritus shall end upon the installation of a successor. Further, no officer or director or director emeritus shall hold the same office for more than two (2) consecutive terms. This term limit shall not apply to the Past President.

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 or director or director emeritus who, without excuse, fails to attend three consecutive regular meetings, or three consecutive BOARD meetings, or who does not perform duties assigned to him or her may be removed from the BOARD upon a two-third (2/3) vote of the BOARD at a meeting at which a quorum is present. Any officer or director or director emeritus allowing public use or publicity of his position in this ASSOCIATION in violation of these By-Laws shall be immediately deemed suspended from all his duties and can only be reinstated by a majority vote of the regular members at the next regularly called meeting. In the interim, the President may assign to another officer, regular member, or director or director emeritus the suspended BOARD member's responsibilities.

SECTION 8. Replacement: Should any officer or director or director emeritus other than the President become unwilling or unable to continue in their office, or be promoted, suspended or removed from their office, a replacement may be elected by a majority of the BOARD at a meeting wherein a quorum is present, to fill the office for the remainder of the term.

ARTICLE IV – MEETINGS

SECTION 1. Regular meetings of the ASSOCIATION shall be held monthly, in at least nine months of the year, with the exception of December. The location and time of meetings is to be determined by the President. All members shall be notified in writing at least five (5) 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 regular 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 By-Laws.

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 V – PUBLIC POLICY POSITIONS

SECTION 1. 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 regular ASSOCIATION meeting. At that meeting, any member may request discussion of that position. If a member requests a vote, said position shall become the position of the ASSOCIATION only after a two-thirds (2/3) favorable vote of the regular 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. If no vote is requested, the BOARD position shall become the position of the ASSOCIATION. Once such a public policy position is adopted, any director or officer opposing the adopted position shall be expected to abide by this position by remaining publicly silent on the matter in question. Where such a director or officer 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 the officer or director publicly announces such opposing view, he/shall affirmatively state that he/she is acting on his/her own and shall in no way associate himself with the ASSOCIATION while doing so. It shall be understood that this ASSOCIATION has no desire, either overt

or covert, to restrict in any way the rights of its individual members,
officers or directors.

ARTICLE VI – AMENDMENTS

SECTION 1. These By-Laws may be amended by a two-thirds (2/3) vote of the regular members present at any meeting, except special meetings, provided that proper notice has been given at the preceding regular meeting. Members shall have the opportunity to request a copy of such amendments, when the first notice is provided.

(NB – On the Area map, the boundary on 28th Avenue east of the Alameda should be shown in the center of the street.)