

BYLAWS FOR THE FRIENDS OF MONTCLAIR RR TRAIL OAKLAND, CALIFORNIA

ARTICLE I Name

The name of the organization shall be the Friends of Montclair RR Trail.

ARTICLE II Description

The Friends of Montclair RR Trail is a community-based, volunteer group of trail users, neighbors and supporters formed to maintain, preserve and enhance the wild and natural character of Montclair RR Trail, a linear park, as it travels through the residential neighborhoods of Shepherd Canyon and Montclair to Montclair Village. The Friends of Montclair RR Trail places high value on the safe and pleasurable recreational and educational enjoyment of the trail by users with different interests, while respecting the residential nature of the surrounding neighborhood, with the goal of creating a lasting natural legacy for future generations. The actions of the Friends of Montclair RR Trail are subject to the review and approval of the Oakland Office of Parks and Recreation, the Parks and Recreation Advisory Committee (PRAC) and other appropriate City departments in accordance with the covenants and restrictions of the 1975 Shepherd Canyon Corridor Plan Environmental Impact Report.

ARTICLE III Location

Activities of the Friends of Montclair RR Trail will be based within and adjacent to Montclair RR Trail. It is a bicycle, hiking and dog-walking trail along Shepherd Canyon Road, beginning at the 1900 block of Mountain Blvd, adjacent to the Montclair Village business district, and ending where it meets Bishops Court in Shepherd Canyon. The principal office of this organization is not fixed and is located in Oakland.

ARTICLE IV Membership

Participation in this organization is open to all members of the public, including trail users, nearby residents and the community at large who are interested in protecting and improving the Montclair RR Trail. Voting members are dues-paying members in good standing.

ARTICLE V Board of Directors

Section 1. Powers. The Friends of Montclair RR Trail is an advisory organization to the City of Oakland. Major projects must be approved by the Parks and Recreation Advisory Committee and any other appropriate local, state and federal regulatory bodies.

Section 2. Number and Qualification of Directors.

The Board shall consist of no less than four and no more than nine Directors.

They shall serve without pay with the exact number of authorized Directors to be fixed from time to time by resolution of the Board of Directors.

There may also be up to three (3) non-voting members of the Board of Directors, appointed by the Board by virtue of their affiliation with local businesses, city, county, regional, state or federal governmental agencies, or agencies or foundations from whom the Friends of Montclair RR Trail is receiving substantial support.

Section 3. Terms of Service: Board members shall serve a two-year term. Three consecutive terms shall be the ordinary limit. However, with the approval of the current Board members, Board members can serve additional terms.

Section 4. Mid-term Vacancies: Mid-term vacancies may be filled to complete the remaining term by appointment by the Board of Directors.

Section 5. Absences: Board members absent from three consecutive meetings or six consecutive months may be dismissed from the Board.

Section 6. Resignation and Removal: A vote by two-thirds of the Directors then in office may remove any Director at any time, with cause. Additionally, resignations shall be effective upon receipt in writing by the Chair, the Secretary, or Board of Directors of this organization, unless a later effective date is specified in the resignation.

ARTICLE VI Officers

Section 1. The officers of the board shall consist of, in ranking order, Chair, Vice Chair, Secretary, and Treasurer, appointed by the Board.

Section 2. The Chair shall preside at all Board meetings and the general meeting, appoint committee members and perform other duties as associated with the office. In his/her absence, the next ranking officer present shall fulfill the Chair's duties.

Section 3. The Secretary shall be responsible for the minutes of the Board and Board correspondence, keep all approved minutes in a minute book, and archive approved monthly minutes in the Board's electronic archive. Board meeting minutes are to be available on request.

Section 4. The Treasurer shall keep records of the organization's budget, process incoming and outgoing checks, ~~and prepare~~ present financial reports to the Board and submit an Annual Treasurer's Report, that is to be presented at the Annual Meeting and archived in the Board's electronic archive.

ARTICLE VII Committees

The Board may create standing and ad hoc committees as needed.

ARTICLE VIII Meetings

Section 1. Regular Board meetings shall be held at least quarterly, more often if needed. The meeting schedule will be determined by the Board and communicated publicly

Section 2. Special meetings may be held at any time when called for by the Chair or a majority of Board members.

Section 3. The Annual Meeting shall be held in April, coinciding with the start of a new Fiscal Year.

Section 4. Agendas shall be provided at least seven (7) days in advance.

Section 5. Action Without A Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Board members shall consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the majority vote of the Board members.

Section 5. Telephone and Electronic Meetings. Board members may participate in a meeting through the use of conference telephone or electronic means. If using an email vote, the process should be completed within a five-day period.

Section 6. Compensation. All Board members serve in a voluntary capacity, without compensation.

ARTICLE IX Voting

Section 1. Quorum. A majority of current Board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 2. Passage of a motion requires a simple majority (i.e., one more than half the members present).

Section 3. Annual Meeting. The Annual Meeting shall be held in April, coinciding with the start of the Fiscal Year. Those members of record who are current in their dues are eligible to vote at the annual meeting. Ten percent of the membership constitutes a quorum sufficient for voting. This can include those members who submit their votes by proxy.

Action items at the Annual Meeting shall include at the minimum: election of a slate of Board members and a report of the previous year's income and expenses. The Board should also present a report of the previous year's activities with the Treasurer's Annual Report.

ARTICLE X Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

ARTICLE XI Fiscal Policies

Section 1. Fiscal Year. The fiscal year of the board shall be April 1 to March 31.

Section 2. Membership Year. The membership year shall be January 1 to December 31.

Section 3. Funding. Funding for programs and other expenses will be generated through annual dues, fund-raising campaigns and grants.

Section 4. Dues: Annual dues for the next membership year will be set by the Board of Directors.

ARTICLE XII
Indemnification

The Organization shall indemnify and hold harmless any Director, officer or agent of the Organization against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with any action brought against such person in relation to their organizational duties.

ARTICLE XIII
Amendments

These Bylaws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) is provided to each Board member at least ten (10) days prior to said meeting.

ARTICLE XIV
No Release of Personal Information

The Friends of Montclair RR Trail shall not release personal information collected in the course of its business to any entity or individual outside of the business of the organization. Violations should be reported to the Oakland Ethics Commission.