

BYLAWS FOR THE FRIENDS OF MONTCLAIR RAILROAD TRAIL
OAKLAND, CALIFORNIA

ARTICLE I
Name

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

ARTICLE II
Objectives

The Friends of Montclair Railroad 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 Railroad 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 Railroad 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 Railroad Trail will be based within and adjacent to Montclair RR Trail: bicycle, hiking and dog-walking trail along Shepherd Canyon Road, beginning at Saroni Drive and ending in Montclair Village at the top of Medau Place. The principal office of this organization is not fixed and is located in Oakland. The Board of Directors may at any time change the location.

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 Montclair RR Trail. Voting members are dues-paying members in good standing.

ARTICLE V
Board of Directors

Section 1. Powers. The Friends of Montclair Railroad 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 of Directors shall serve without pay and consist of not less than 7 nor more than 13 members, 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 five 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 Railroad Trail is receiving substantial support.

Section 3. Terms of Service: Board members shall serve a two-year term, with no more than three consecutive terms. In the first year, one half of the Board shall be elected to serve a one-year term, and one half elected to a two-year term.

Section 4. Mid-term Vacancies: Mid-term vacancies shall be filled to complete the remaining term.

Section 5. Absences: Board members absent from three consecutive meetings or six consecutive months shall 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, a 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 Vice-Chair shall assume the duties of the Chair in case of the Chair's absence.

Section 4. The Secretary shall be responsible for the minutes of the Board and Board correspondence, keep all approved minutes in a minute book, and send out copies of minutes to the membership. The Secretary shall maintain the contact list (addresses, phone numbers and email addresses).

Section 5. The Treasurer shall keep records of the organization's budget, process incoming and outgoing checks and prepare financial reports to the Board as needed.

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 and location will be determined by the Board and communicated to the membership and the public at large.

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 10 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 all members of the Board shall individually or collectively 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 unanimous 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 three to five day period.

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

ARTICLE IX
Voting

Section 1. Quorum. Four (4) board members constitute a quorum. In 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 members constitute a quorum sufficient for voting. Action items at the annual meeting shall include at the minimum election of Board members and officers and ratification of the year's budget. The Board should present a report of the previous year's activities, budget and expenses.

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- March 31.

Section 2. Funding. Funding for programs and other expenses will be generated through annual dues, fund raising campaigns and grants.

Section 3. Dues: Annual dues for the next fiscal year will be set by the Board of Directors and ratified by the membership at the annual meeting.

ARTICLE XII
Indemnification

The Organization shall indemnify and hold harmless any director, officers 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 corporate 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. Any amendments to the Bylaws shall be ratified by the membership at the next Annual Meeting.

ARTICLE XIV
No Release of Personal Information

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

Rev. April 9, 2011
[Signatures attached]