

# DIMOND IMPROVEMENT ASSOCIATION BY-LAWS

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## ARTICLE I

### Association Name, Purposes, Policies

#### *Section 1*

The name of the Association is the Dimond Improvement Association, Inc. ( DIA) [hereinafter referred to as “the Association”].

#### *Section 2*

The purposes of the Association shall be compatible with the Articles of Association as now existing or as may be amended in the future: to function as a neighborhood alliance, advancing the civic welfare of the Dimond community; and to secure to the Association Members the better protection and enjoyment of their homes, properties, and neighborhoods.

#### *Section 3*

To cultivate a friendly and concerted effort of all of the Members in the purposes and objects of the Association; and to join together and share equally any necessary incidental expenses in carrying out such objectives; and

#### *Section 4*

To take an active interest in and work for the advancement of the general civic and social welfare of the Dimond District.

#### *Section 5*

It shall be the policy of the Association, in order to preserve a non-partisan status, never to endorse any candidate running for political office on a local, city, county, state or national level. This organization will never contribute donations of any kind to the campaign of any political candidate running for a local, city, county, state or national office; nor will it contribute funds to any political party.

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## ARTICLE II

### Seal

The Association shall have a seal consisting of a circle having on its circumference the words “DIMOND IMPROVEMENT ASSOCIATION, INC., Oakland, California.”

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## ARTICLE III

### Boundary

The Association shall serve that area commonly known as the “Dimond District.”

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## ARTICLE IV

### Principal Office and Place of Meeting

#### *Section 1*

The Association shall maintain its principal office, if any, at any place in Oakland, Alameda County, California, designated by the Board of Directors.

#### *Section 2*

The meeting place of the Association shall be at any place in Oakland, Alameda County, California, designated by the Board of Directors.

## **ARTICLE V**

### **Board of Directors**

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#### ***Section 1***

The Association shall have a Board of Directors composed of up to fifteen (15) Members who shall serve without compensation. Members of the Board shall include one (1) or two (2) Chairs, a Record-Keeper, and a Treasurer. The outgoing Co-Chair or Co-Chairs shall serve as Officiate Member(s) of the Board. All Directors must be members in good standing.

#### ***Section 2***

The Members of the Board shall be elected at the first business meeting held during the second quarter of each year in the manner provided by ARTICLE IX. The term of office of the Members shall begin immediately. The term shall be for one year.

#### ***Section 3***

Five (5) Members of the Board shall constitute a quorum for the transaction of Board business at any Directors' meeting. The Board shall meet at least twice a year and more often if needed.

#### ***Section 4***

Vacancies on the Board shall be filled by majority vote of the Directors remaining in office, even if less than a quorum, and such Director so appointed shall hold office until his or her successor is elected at the next regular election.

#### ***Section 5***

The meeting of the Board shall be held at such times and at such places as the Board may determine. At each meeting, the presiding Chair will designate a Director who will keep a record of the proceedings of the meeting and render a report thereof at the next regular meeting.

#### ***Section 6***

The Board shall have the power to conduct and manage the affairs of the Association in a manner reasonably required in the furtherance and execution of any plan, or object, or endeavor duly adopted by the Members of the Association at any regular Membership meeting, and compatible with the purposes of the Association.

#### ***Section 7***

The Board shall have power to authorize expenditures from the Treasury for nominal amounts constituting ordinary and necessary operating expenses of the Association. The Board shall not incur indebtedness on behalf of the Association, not authorize the expenditure from the Treasury of an amount exceeding the balance of the Association's funds on hand as shown by the Treasurer's report.

#### ***Section 8***

The Chair of the Board shall, with the approval of the Board, appoint the Members of all Standing and Special Committees not otherwise provided for in a motion or resolution.

#### ***Section 9***

Any Office or Member of the Board of Directors absent from three (3) consecutive meetings, without good reason for such absence, automatically resigns his or her office, and the Board of Directors shall fill such vacancy by appointment, such as appointee to hold office until his or her successor is elected and qualified.

#### ***Section 10***

The Board of Directors shall consider and recommend to the Membership from time to time such policies, plans and measures as in the judgment of its Members shall be for the best interest of the Association.

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## ARTICLE VI

### Membership

#### *Section 1*

All persons eighteen (18) years or older, who reside in or own real property within the area embraced by the Association, or who advance the purpose of the Association, are qualified for Membership.

#### *Section 2*

On and after January 1, 1993, dues shall be twelve dollars (\$12) per calendar year per family. For any new family joining after July 1 of any year, their dues shall be six dollars (\$6) for the balance of the year.

#### *Section 3*

Each adult Member of a family in good standing shall have one (1) vote.

#### *Section 4*

A Member of the Association may resign at any time by giving notice, in writing, of his or her action to a Chair or the Record-Keeper.

#### *Section 5*

Any Member who is arrears in payment of dues as of May 1 of any year shall forfeit Membership privileges.

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## ARTICLE VII

### Duties of Officers

#### *Section 1*

A Chair shall preside at all meetings of the Board and of the Membership, and have and exert all of the ordinary powers of such office. He or she sees that the By-Laws are enforced; reports any infraction of same; calls special meetings of the Membership or of the Board when he or she deems it necessary, or when requested to do so by a majority of the Board Members, or at the written request of fifteen (15) Members in good standing; appoints all Standing and Special Committees, unless a motion or a resolution calling for a Special Committee shall otherwise provide. He or she shall not be required to appoint on any Special Committee the maker of a motion or author of a resolution pursuant to which the Special Committee is appointed.

#### *Section 2*

- 1) The Record-Keeper shall file and maintain the records of the Association, including its minutes of meetings and its correspondence. The Record-Keeper will pass the records of the Association along to his or her successor.
- 2) The Treasurer shall receive all monies belonging to the Association and deposit them in the name of the Association in such banking institutions as shall be designated by the Board of Directors. Check shall be signed by the two (2) Directors named by the Chair or Chairs. The Treasurer shall perform all duties customary to such office; keep an accurate account of all monies received and disbursed; make reports to the Association at its meetings, showing the condition of the Association finances.

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## ARTICLE VIII

### Meetings

#### *Section 1*

The meetings of the Association shall be held at the time and place designated by the Board of Directors. An endeavor shall be made to meet quarterly, or more often as needed.

**Section 2**

Eight (8) Members in good standing shall constitute a quorum for the transaction of the business of the Association.

**Section 3**

If within fifteen (15) minutes after seven thirty (7:30) p.m., a quorum of Members shall fail to attend any duly called meeting, the meeting shall be adjourned to the next succeeding regular meeting day, or to such date as the presiding Chair may later designate and announce.

**Section 4**

Notice of each Membership meeting shall be sent to each Member of the Association before each meeting. The notice shall contain information about the business to come before the meeting.

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**ARTICLE IX**

**Elections**

**Section 1**

Election of Officers and Directors shall be held at the first meeting during the second quarter of each year.

**Section 2**

Nominations for the various offices may be made from the floor of the meeting. In addition, there shall be a nominating committee appointed by the Chair or Chars with the consent of the Board. Each nominee shall be a Member in good standing as shown by the records of the Treasurer.

**Section 3**

Nominating and balloting shall be separate for each office. Nominating and balloting for Directors shall follow. A majority of the Members present at the election shall be sufficient to elect.

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**ARTICLE X**

**Amendments**

**Section 1**

Any Member in good standing may at any time propose amendments to these By-Laws. Proposals must be in writing. All proposed amendments must be submitted to the Board of Directors for action thereon. The Board must report to the Members at a regular meeting of the Association within sixty (60) days from the date of the receipt of such amendments.

**Section 2**

Amendments to these By-Laws must be ratified by a majority vote of all Members present at a meeting of the Association called for the purpose, and until such ratification, such amendments shall have no force or effect.

**Section 3**

Amendments shall become operative immediately following ratification, unless otherwise specified.

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**ARTICLE XI**

**Order of Business**

**Section 1**

*Robert's Rules Of Order* shall govern at all meetings of the Association, and of the Board of Directors, so far as they do not conflict with provisions of the foregoing By-Laws.