

By-Laws

for

Historic Folsom Residents Association (HFRA)

ARTICLE I PURPOSE

- Section 1 The name of the organization shall be Historic Folsom Residents Association (HFRA).
- Section 2 The Historic Folsom Residents Association is a group of neighbors working together to protect, preserve, advocate for and enhance the Folsom Historic Residential District. Through community involvement and awareness, HFRA shall strive to collaborate and build strong partnerships with City Government and local entities to identify and resolve current and future neighborhood concerns affecting the Historic District. We are united by our love for the community and desire to maintain and improve the quality of life for residents and defend the historic integrity of this neighborhood for future generations.
- Section 3 Membership in Historic Folsom Residents Association shall be open to all residents living in the historic district as well as residential property owners who have residential properties located within the boundaries of the historic district. The historic district is shown on the map attached as Exhibit A.
- Section 4 All members in good standing, 18 years of age or older, shall have one vote each for electing HFRA board members during regularly-scheduled elections.

ARTICLE II FUNDING

- Section 1 **DUES:** Annual dues will be assessed to each member according to the schedule attached as Exhibit B, which may be changed by the Board of Directors from time to time.
- Section 2 **CONTRIBUTIONS:** At the discretion of the HFRA Board of Directors, voluntary contributions may be accepted.
- Section 3 **FUND RAISING:** Activities to raise funds for the Historic Folsom Residents Association may be held if appropriate and approved by the Board of Directors.

ARTICLE III MEETINGS

- Section 1 **GENERAL MEETING:** There shall be at least one general meeting held yearly on a date decided upon by the majority vote of the Board of Directors. Notifications for all general meetings shall require seven (7) days advance notice either by electronic notification, telephone call, or by regular mail. At this meeting:
- * The President shall report on the state of the Association.
 - * The Treasurer shall give an annual financial report.
- Section 2 **SPECIAL MEETINGS:** A special meeting of the membership may be called by the President or by a majority of the board of directors. Notification and purpose of the meeting shall require seven (7) days advance notice, either by electronic notification, telephone call or by regular mail.
- Section 3 **AGENDAS;** Subject to approval of the Board of Directors, which shall not be unreasonably withheld, the President shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the board of directors at least seven (7) days in advance of the meeting. Any current member of HFRA (who is in good standing) may also make a motion to add an item to the agenda, provided such action receives a majority approval from the Board to be added.
- Section 4 **QUORUM:** A quorum for any general or special meeting of Historic Folsom Residents Association shall be three (3) members of the Board of Directors, either in person or via call-in or video conferencing. Unless otherwise specified in these By-laws, decisions made by a quorum of Board members shall be valid and binding.
- Section 5 **PARTICIPATION:** Any general, special, or committee meeting is open to any HFRA member in good standing who wishes to be heard. However, only board or committee members are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated electronically to all members within 30 days of the conclusion of such meeting.
- Section 6 **PROCEDURES:** The Historic Folsom Residents Association shall follow the Roberts Rules of Order when conducting any Association business.

ARTICLE IV BOARD OF DIRECTORS

Section 1 **COMPOSITION OF THE BOARD:** The board of directors, hereinafter referred to as the board, shall be composed of five (5) members, unless changed by future board action.

Section 2 **DUTIES OF THE BOARD:**

a. **MANAGEMENT:** The affairs of HFRA shall be managed by the board. The board shall be elected by the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendation on behalf of HFRA; and shall strictly comply with these By-laws.

b. **VACANCIES:** The board may fill any vacancy on the board or on a committee by majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.

c. **BOARD MEETINGS:** The board shall meet once a month and at least fourteen (14) days prior to any general or special meeting or at any other time the President may designate. These meetings shall be conducted in an open session; however only board members may vote. A quorum for the board meetings shall be three (3) board members and decisions shall be made by a majority vote. Members of the Board shall be notified of such board meetings in writing, electronically or by telephone in advance. A majority of board members -- by signed petition -- may call a board, general or special meeting.

d. **EMERGENCY POWERS:** In such cases where the board is required to take an emergency action, the board must explain that action at the next-scheduled general or special meeting so HFRA members are briefed on the cause of the emergency action and the action taken by the Board.

Section 3 **OFFICERS:** Once board members have been elected by the general membership, they shall identify (among themselves) a president, a vice president for commercial district liaison, a vice president for government liaison, a secretary, a treasurer, a director of communication, and a director of administration/membership. A single board member may hold more than one of these positions.

Section 4 **DUTIES OF OFFICERS:**

PRESIDENT: Attend meetings/events as needed to further HFRA goals. Speaks on behalf of HFRA. Oversees the development of a long-range vision for HFRA's future. Chief administrator for HFRA. After receiving input from the HFRA board, acts as final appointment authority for HFRA committees and/or subcommittees, subject to Article V below. Person ultimately responsible for committees/subcommittees achieving their goals. Many times will be the public face of HFRA.

VICE PRESIDENT – LIASON TO COMMERCIAL DISTRICT: While working in concert with the entire HFRA board, this individual is responsible for identifying and dealing with issues and problems related to Sutter Street and other

commercial properties that are within or adjacent to the boundaries of the residential district, including but not limited to parking, traffic, crime, noise, loud and abusive customers, loitering, and other problems that are caused by proximity of commercial businesses to residents.

VICE PRESIDENT – GOVERNMENT LIAISON: Primarily working with the City of Folsom. If authorized by HFRA board, this individual is allowed to speak on behalf of HFRA when interacting/communicating with the City and/or individual City agents. Along with others who may choose to join him/her, attend as many Historic District Committee and City Council meetings as possible.

TREASURER: Responsible for managing HFRA's money, including opening accounts as needed, securing two signatures for each check, writing checks, disbursing funds as authorized, presenting financial reports as needed to HFRA Board, alerting HFRA board to any monetary matters/issues that need to be addressed by the board, filing tax returns.

SECRETARY: Keeps accurate minutes of all HFRA meetings. Distributes timely to board for approval, secures safe system for storing all HFRA requirements/documents, Order supplies as needed, maintain HFRA records/ official documents.

DIRECTOR OF COMMUNICATIONS: An individual responsible for assembling and maintaining an accurate list (names, phone numbers and e-mail addresses) of HFRA members. Update as appropriate. Send out HFRA communications as directed. Responsible for developing flyer designs as needed. With input from HFRA Board, develops questionnaires for HFRA's use. Also responsible for securing and maintaining a domain name, HFRA's website and HFRA's presence on all different social media forms in accordance with direction from the board.

DIRECTOR OF ADMINISTRATION/MEMBERSHIP: An individual responsible for developing plans/strategies for maintaining/increasing membership. Works closely with Treasurer to ensure dues are current for all members. Assists HFRA President with administrative matters as needed, i.e., tracking insurance, State requirements for HFRA and record storage.

ARTICLE V COMMITTEES

Section 1 **STANDING COMMITTEES:** At some point the Board may decide to institute/ appoint committees to be responsible, under Board direction, for programs and activities of special interest to the Board. The chairman of such committees shall be appointed by the President with the consent of the Board and may be dismissed by the President with the consent of the Board. Standing committees deal with issues of a long-standing nature, such as Parking, Communication, Finance, Crime Prevention, Membership, Beautification, etc.

Section 2 **AD HOC COMMITTEES:** The President shall institute, with the agreement of the Board, such other committees as deemed necessary to transact the business of HFRA. These ad-hoc committees are generally short-term in nature. The chairman of the committee shall be appointed by the President with the agreement of the Board and may be dismissed without cause by the President with the agreement of the Board.

ARTICLE VI ELECTION OF BOARD MEMBERS

- Section 1 ELIGIBILITY: Only members in good standing shall be qualified to hold an elected position.
- Section 2 TERM OF THE BOARD MEMBERS: Members of the board shall be elected to serve for two years.
- Section 3 NUMBERING OF SEATS: In even numbered years, two (2) seats will be elected and in odd numbered years, three (3) seats will be elected.
- Section 4 METHOD OF ELECTION: Prior to the start of the new fiscal year (July 1), board candidates/nominations will be solicited via electronic mail. Candidate statements received by the deadline will be collected and sent to the HFRA membership with a ballot. Ballots received by the deadline will be counted and results will be communicated to the HFRA membership via email. Election to the Board of Directors shall be based on the candidates that receive the most votes.
- Section 5 REMOVAL FROM OFFICE: Any holder of an elected position on the Board of Directors may be removed and replaced by three (3) votes of the remainder of the Board of Directors. Removal does not require cause.

ARTICLE VII ADOPTION AND AMENDMENT OF THE BY-LAWS

- Section 1 ADOPTION OF THE BY-LAWS: Adoption of these by-laws was approved by at least 5 members of the original Board of Directors in May of 2019.
- Section 2 AMENDMENT OF THE BY-LAWS: Amendments to the by-laws may be adopted by a "yes" vote by at least three (3) members of the Board of Directors during any general or special meeting. Proposed amendments require all board members to be notified of all proposed amendments to the by-laws by a minimum of at least seven (7) days advance via written, electronic or telephone notice.

ARTICLE VIII INSURANCE

- Section 1 INSURANCE: The Board of Directors shall purchase insurance policies for general liability as needed for events as well as directors & officers (D&O) coverage annually and shall keep such policies in full force and effect. The carrier and the coverage amount shall be up to each board for the year in which the insurance is purchased.

Exhibit B Annual Membership Dues Schedule



HFRA Membership Application Annual Membership

Date: _____
 Folsom Address: _____
 Mailing Address (if different): _____

Name	Phone (numbers only, no spaces)	Email

Make check or money order payable to:
Historic Folsom Residents Association mail to:
P.O. Box 955
Folsom, CA 95763-0955

Amount Enclosed: _____

Single Level (\$25) per person Family Level (\$40) per household 2-4 people Founder Level (\$100) per person

Membership and Payment may also be completed on the Historic Folsom Residents Association website at www.theHFRA.org. Membership is open to those individuals who own a home in or reside in the Folsom Historic District.

HFRA Mission Statement: Through community involvement and awareness, HFRA shall strive to collaborate and build strong partnerships with City Government and local entities to identify and resolve current and future neighborhood concerns affecting the Folsom Historic District.

We are united by our love for the community and desire to maintain and improve the quality of life for our residents. We aim to defend the historic integrity of our neighborhood for future generations.

Disclosure: By becoming a HFRA member, you understand the HFRA Mission Statement and purpose. You also understand the decisions and actions of the HFRA Board may not be in agreement with your own views, and that you have full legal right to present your individual opinions to any City or governing entity. Membership fees and donations are not tax deductible.