

BERKELEY PROPERTY OWNERS ASSOCIATION

BYLAWS

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As amended May 4, 1981

As amended January 2, 1986

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ARTICLE I -- Name, Purpose, and Location

Section 1. The legal name of the Association is the Berkeley Property Owners Association, Incorporated and is doing business as the Berkeley Property Owners Association (BPOA) and is a mutual benefit C corporation under the laws of the State of California.

Section 2. The Purpose and Mission of BPOA is to promote the interests of its members and the rental housing industry and to engage in educational, informational, and civic activities, including the initiation and maintenance of appropriate litigation and political action on behalf of its members, that protect and further their rights and encourage private enterprise and field of housing.

Section 3. The principal corporate office shall be located in Berkeley at locations determined from time to time by the Board of Directors.

Section 4. For the purpose of providing services and programs through the National Apartment Association (“NAA”) the BPOA service territory will consist of the city of Berkeley unless such service territory is modified by NAA.

ARTICLE II -- Compliance with the Law

Section 1. It is the express intent of BPOA to comply fully with all local, state, and federal laws which pertain to an organization of this type.

Section 2. The fiscal year of the Association shall be from January 1 to December 31, i.e., the calendar year.

ARTICLE III -- Members

Section 1. There shall be three classes of membership in this Association: Regular, Supporting and Associate.

Section 2. Regular membership may be held by one who at the time of joining or at renewal, holds title or is agent of a residential rental property in Berkeley. Regular Members are entitled to one vote on each matter submitted to a vote of the members. No person, or entity, shall hold more than one such membership in the Association.

Section 3. Supporting membership may be held by a former Regular member who has sold or otherwise disposed of their rental property in Berkeley but wishes to support the organization. Supporting members are not entitled to vote on matters submitted to a vote of the members.

Section 4. Associate membership may be held by realtors, vendors and tradespeople selling to or dealing with rental housing providers and operators. Associate members are not entitled to vote on matters submitted to a vote of the members.

Section 5. Termination of any membership shall occur on the occurrence of any of the following causes:

1. The voluntary resignation of a member;
2. Where membership is issued for a period of time, the expiration of such period of time;
3. The death of a member;
4. The dissolution of corporate members;

5. The nonpayment of dues or underreported number of units;
6. A two-thirds vote of a quorum of the Board of Directors after a complaint has been brought against the member.

Section 5. Regular Members considered for termination must be given at least a 15-day notice of expulsion, suspension or termination and a statement of the reasons for such termination. The Regular Member shall be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination and the persons (namely two-thirds of a quorum of the Board of Directors) hearing the Regular Member shall be authorized to determine if the proposed expulsion, termination, or suspension does not take place. The required notice shall be in writing and may be given by any method reasonably calculated including, but not limited to, email, first class mail, registered mail, etc. to the member's last address shown on BPOA records.

ARTICLE IV – Dues

Section 1. All membership dues and registration fees shall be set by the Board of Directors.

Section 2. Upon failure to pay membership dues within sixty (60) days after the due date, such membership is automatically cancelled.

Section 3. Upon applying for membership, registration fees and dues shall be paid in advance for the period of not less than a year.

ARTICLE V – Nominations and Elections of Directors and Officers

Section 1. The officers of this Association shall be the President, Vice President, Treasurer and Secretary and shall be selected from the Board of Directors and elected by a majority vote of the Board of Directors.

Section 2. The Board of Directors may be composed of no more than 13 voting members of the Regular Membership. The Directors shall be elected by the majority of those entitled to vote. Any term of service shall begin in January.

Section 3. No paid employee or any other person receiving compensation from the Association shall be eligible to serve on the Board of Directors (excluding reimbursement for expenses incurred in assigned duties).

Section 4. The President, Vice President, Secretary and Treasurer for the following year shall be elected by a majority vote of the Board of Directors at their January Board Meeting and is to be installed immediately thereafter. Term of service shall be the calendar year, i.e., January 1 – December 31. A Nominations Committee comprised of members of the Board of Directors may be formed to make recommendations for Board of Directors members and officers.

Section 5. No later than the September meeting of the Board of Directors, nominations for members of the Board of Directors shall be submitted to the Board of Directors to be elected for the forthcoming year.

Section 6. Directors nominated by the Board of Directors shall be submitted to membership in September. For nomination from the floor, a nominee shall submit a petition signed by at least 10 members in good standing, to an Association Officer no later than two days prior to the October meeting. Thirty (30) days prior to the Annual General Meeting of October, the General Membership shall be notified of the nominations, including a list of all nominees, by publishing the names of the nominees in the Association's September newsletter and posting them on the Association's website. Elections shall be held in October for Directors.

Section 7. A vacancy on the Board of Directors may be filled by a majority vote of the board at a regular or special meeting. The new Director will complete the fiscal year.

Section 8. Any officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors at a regular or special Board meeting.

Section 9. Any member of the Board of Directors who shall fail, without good cause, to attend three (3) or more regular consecutive meetings of their assigned committees and Board of Directors, or who shall sever all active connection with the Berkeley rental housing industry may be removed at by a majority vote of the Board of Directors at a regular or special Board meeting. This removal does not require ratification by the Association membership.

Section 10. The Board of Directors is hereby authorized to nominate any person who has served on the Board of Directors to the position of a Lifetime Honorary Director. Such Lifetime Honorary Director shall not be a member of the Board of Directors, nor have any of the powers and duties of a Director. Such person shall be entitled to attend meetings of the Board of Directors and any committee thereof and may be given the privilege of the floor at any such meeting but shall not be entitled to vote. Lifetime Honorary Directors' terms shall renew automatically unless terminated by a two-thirds vote of the Board of Directors at a regular or special Board meeting.

ARTICLE VI – Membership Voting

Section 1. Voting shall be restricted to Regular Members and each Regular Member shall be entitled to one (1) vote.

Section 2. Voting shall be in accordance with the Roberts Rules of Order, The Newly Revised 12th Edition, or later version.

Section 3. A quorum shall not be less than ten (10) percent of voting memberships. Cumulative voting is not permitted.

Section 4. Proxy voting is not permitted. Electronic voting is permitted at the discretion of the President.

ARTICLE VII – Powers & Duties of Directors and Officers

Section 1. The Board of Directors, subject to the limitations placed thereon by law, shall direct and control the affairs and the business of the Association.

Section 2. The President shall be the President of the Association and the Chair of the Board of Directors of all meetings of the Board and shall be an ex officio member of all committees. The

President shall have general direction of the affairs of the Association under the supervision of the Board of Directors.

Section 3. A Vice President, designated by the President, shall exercise all functions of the President in his/her absence. In the event the Vice President is unable to serve, the Board of Directors may elect a successor.

Section 4. The Treasurer shall be the custodian of the funds of the Association and an authorized signer of the corporation's financial accounts.

Section 5. The Board of Directors shall have the power to retain an Executive Director/Chief Executive Officer and authorize other necessary and customary positions to be filled by the Executive Director, to fix compensation of all employees and prescribe their powers and duties.

Section 6. A majority vote of the Board of Directors shall establish BPOA policies, these policies shall be followed by the Board and membership of the BPOA. The Board may establish annual Board dues. Payment of dues is mandatory.

Section 7. Any member of the Board may request an action required or permitted by the Board of Directors be taken without a meeting. Any member of the Board may request that an action required or permitted by the Board of Directors be taken without a meeting. If any director objects to taking action by the Board without a meeting, within four business days of notice sent in writing, such action may be considered by the directors only at a meeting of the Board. In the absence of timely objection by any director, approval of a motion or an action without a meeting would require at least a three-fourths affirmative vote of all directors in written format, and shall have the same force and effect as a vote of the directors at a meeting of the Board.,

Section 8. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California non-profit Corporation Law.

Section 8. The Board shall cause to be made an annual independent review or audit of the Association financial statements as required by laws, or by an outside certified public accountant to be completed 120-270 days after the close of the fiscal year. The Board shall cause to be made an executive summary of said review or audit and the accountants' recommendations.

ARTICLE VIII – Executive Committee

Section 1. There shall be five members of the Executive Committee (the Committee). All will have the power to vote.

Section 2. The voting members of the Committee shall be comprised of the current President, immediate-past President, the current Vice President, Treasurer and Secretary, duly elected at the previous November's Annual Membership Meeting. The non-voting member of the Committee shall be the Executive Director/Chief Executive Officer.

Section 3. The current President shall preside as the "Chair" of the Committee meetings in coordination with the Executive Director.

Section 4. The Committee shall meet at the discretion of the current President and/or Executive Director.

Section 5. The Committee shall primarily act as a guide and confidant to the Executive Director.

Section 6. The Committee shall have the ability to make decisions regarding Association policies and organizational issues excluding those affecting the employees or contractors, hired by the Association.

Section 7. The Committee shall have the ability to make the financial decisions for individual expenditures up to \$10,000.

Section 8. All approved motions made by the Committee will be reported to the Board of Directors at their next meeting.

ARTICLE IX – Meetings

Section 1. Meetings of the membership shall be designated by the Board of Directors and staff.

Section 2. Meetings of the Board of Directors shall be held on any day and time designated by the Board of Directors.

Section 3. A majority of Directors shall constitute a quorum of the Board of Directors.

Section 4. Special meetings of this Association may be called by the Board of Directors, by the President, by any six (6) members of the Board of Directors or by ten (10) percent or more of Regular Members. Except when called by the Board, a special meeting may be called by a written request to the President, or in the absence of the President, any officer. The Board of Directors must then set the date and time of the meeting not less than 35 days nor more than 90 days after receipt of the request. Notice of a meeting must be given within 20 days of receipt of the request. The notice of a special meeting must state the general nature of the business to be transacted. No other business may be transacted at that meeting.

ARTICLE X – Committees

Committees to be formed under the direction and guidance of the Executive Committee shall be:

- A. Nominating
- B. Finance
- C. Membership
- D. Ad Hoc for purposes of a temporary nature

ARTICLE XI – Indemnification of Directors

The Association shall indemnify and hold harmless every Director, member of a committee of the Association, officer or employees of the Association, his/her heirs, executors and administrators, against all liabilities and all expenses (including attorney's fees) reasonably incurred by him/her in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director, member of a committee, officer or employee of the Association. No indemnification or holding harmless shall be provided in relation to matters as to which he/she be

final adjudged in an action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties to the Association. In the event of a settlement, indemnification and holding harmless shall be provided only in connection with such matters covered by the settlement as to which a majority of the Board of Directors of the Association, after having received the opinion of counsel, shall by resolution determine that the person to be indemnified and held harmless did not commit a breach of duty. The foregoing rights of indemnification shall not be exclusive as to other rights to which such Director, member of a committee, officer or employee may be entitled.

ARTICLE XII – Books, Records and Reports

Each Regular Member shall have a right to receive the annual financial report of the BPOA. Articles of Incorporation and Bylaws, as amended to date, shall be maintained at the principal office of the Association and shall be open to inspection by any regular member at all reasonable times during office hours.

The Association’s books and records of account and minutes of the proceedings of its membership meetings and Board of Directors meetings shall be kept at the principal location of the Association. The minutes shall be kept in written and electronic format, and the books and the records of accounts shall be kept in either written form or any other form capable of being converted into written form. The minutes and summary books and records of account shall be open to inspection by Regular Members in accordance with the California Corporation’s Code. Any right to inspection by a director or Regular Member stated in these Bylaws includes the right to inspect in person, or by agent or attorney. Any request for inspection shall be made available in written form, with reasonable notice, if the record is not maintained in written form.

ARTICLE XIII – Amendments

These Bylaws may be amended, altered, or rescinded only upon a two-thirds vote of the members of the Board of Directors in office voting on the question of the amendment, alteration, or rescission at the time of the amendment is proposed. The proposed amendments shall be distributed with the notice of the Membership meeting and a vote taken by the Membership.

Article XIV – Rules of Order

Roberts Rules of Order, The Newly Revised 12th Edition, or later version, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XV – Date of Adoption

Adopted: Amended: January 13, 2024