DIMOND IMPROVEMENT ASSOCIATION BYLAWS

ARTICLE I
Association Name, Purposes, Policies

Section 1 The name of the Association is the Dimond Improvement Association (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.

ARTICLE II
Seal

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

ARTICLE III
Boundary

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

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

Section 1 The Association shall have a Board of Directors composed of up to twenty-three (23) 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 Chair or Co-Chairs shall serve as Officiate Members(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 A quorum of the Board is formed when a majority of the Board members are present. A majority constitutes half of the Board plus one Board Member. 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, nor 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 or Co-Chairs 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, and as further specified in Article VII, Duties of Officers, Section 1.

Section 9 Any Officer 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 the Directors shall be for the best interest of the Association.

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 Annual membership dues shall be determined by the Board of Directors, and specified and recorded at the first Board meeting of each year. The payment of dues shall bestow the privileges of membership for a twelve-month period beginning on the day of receipt.

Section 3 Each adult Member of a family in good standing shall have one (1) vote.

Section 4 Members shall be advised electronically or by U.S. mail, in advance of membership expiration, to renew at the rate in effect at the time. Only members in good standing may vote in elections for Officers and Board of Directors or participate in other formal membership votes.

ARTICLE VII
Duties of Officers

Section 1 A Chair or Co-Chairs shall preside at all meetings of the Board of Directors, and have and exert all of the ordinary powers of such office. He or she sees that the Bylaws 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 prevail. 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. Checks shall be signed by the two (2) Directors named by the Chair or Co-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 Board of Directors at its meetings, showing the condition of the Association finances.

ARTICLE VIII
General Membership Meetings

Section 1 The general 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. Membership meetings are to be chaired by a Member(s) of the Board of Directors who shall volunteer to preside over individual general Membership meetings.

Section 2 At general meetings, 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 of the announced meeting time, a quorum of Members shall fail to attend any duly called general meeting, the meeting shall be adjourned to the next succeeding general meeting day, or to such dates as the presiding Chair of the Board of Directors may later designate and announce.

Section 4 Notice of each Membership meeting shall be made available to each Member of the Association before each meeting. The notice shall contain information about the business to come before the meeting.

ARTICLE IX
General Elections

Section 1 Election of Directors shall be held at the first meeting during the second quarter of each year.

Section 2 Prior to the election, there shall be a nominating committee appointed by the Chair or Co-Chairs 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 Nominations for Board of Directors may be made from the floor of the meeting.

Section 4 Balloting for election of Board of Directors shall follow. A majority of the Members present at the election shall be sufficient to elect.

ARTICLE X
Election of Officers

Section 1 Election of Officers shall be held at the first regular meeting of the Board of Directors following the general election of Directors as described in Article IX.

Section 2 Nominations for Officers shall be made by Directors. A majority of the Directors present shall be sufficient to elect.

ARTICLE XI
Amendments

Section 1 Any Member in good standing may at any time propose amendments to these Bylaws. 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 the Bylaws 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.

ARTICLE XII
Order of Business

Section 1 Robert's Rules of Order shall govern at all meetings of the Association, and at meetings of the Board of Directors, so far as they do not conflict with provision of the foregoing Bylaws.

ARTICLE XIII
Electronic Mail Voting Procedures

Section 1 Motions and voting on motions by the Dimond Improvement Association Board of Directors may be conducted by electronic mail (email) as provided for in this Article.

Section 2 Any member of the board may make a motion by sending the text of the motion and the

deadline for voting to the Board Chair or Co-Chair via email. The Board Chair or Co-Chair shall review the motion and, if it meets the requirements of these bylaws, forward it to all board members via email. In order for a motion to be considered, it must be seconded by another member of the board. The seconder indicates their support for the motion by replying to the email thread stating "I second the motion."

Section 3 Once a motion has been made and seconded, the Board Chair, Co-Chair, or Recorder shall send an email notice of the proposed vote to all Board members of the Dimond Improvement Association, which shall include the text of the motion and the deadline for voting, which shall not be less than 24 hours (1 day) or exceed 120 hours (7 days) from the date of the email. Board members may deliberate on the proposed motion by replying to the email notice.

Section 4 Any Board member may cast a vote by email within the designated voting period. The body of the email must contain the member's name and indicate whether the member is voting for, against or abstaining from the proposed motion.

Section 5 In order for the motion to pass, the vote must be unanimous among all current Board members, provided that a quorum of Board members is serving at the time of the vote. If any member fails to respond to the email notice within the designated voting period, they shall be marked as absent from the vote and the motion will not carry.

Section 6 The Chair, Co-Chair or Recorder shall tally the votes and announce the results to Board members within three (3) days of the close of the voting period.

Section 7 Email votes shall have the same force and effect as if cast at a meeting of the Dimond Improvement Association Board of Directors. All motions proposed by email shall be recorded in the minutes of the next meeting of the Dimond Improvement Association Board of Directors, along with the vote tallies.

Section 8 The provisions of this Article may be suspended or amended only by a majority vote of the members present and voting at a regular meeting of the Dimond Improvement Association where notice of the proposed change has been given in accordance with Article XI of these bylaws.

Date of initial ratification: August 1, 2012

Dates of ratification of revisions:
April 5, 2017
April 21, 2022
April 25, 2024