

BYLAWS OF PETALUMA URBAN CHAT

Approved by unanimous vote on December 6, 2023

**Attendees: Dan Lyke, Eric Leland, Sharon Kirk, Kevin McDonnell, Sean Payne,
Duane Bellinger, Kevin Goulding, Charlene Marie, and Dave Alden**

ARTICLE I - PRINCIPAL OFFICE

The principal office of Petaluma Urban Chat (hereinafter called “Urban Chat”) shall be in Petaluma, California.

ARTICLE II - PURPOSES

Urban Chat is organized and will be operated for the education and advocacy of responsible land-use practices, urging Petaluma toward a future that incorporates four points that shall be known as the Urban Chat goals.

- Broad availability of financially-accessible housing
- Varied mobility options beyond personal automobiles
- Land-use patterns and transportation systems to reduce climate change and to prepare for climate adaptation
- A financially resilient municipal government capable of addressing the evolving needs of Petaluma

It is anticipated that increased reliance on walkable/bikeable/transit-friendly development patterns will be the principal path to these goals, but other options will remain open to consideration.

Consistent with the foregoing purposes, Urban Chat may engage in any lawful activity incidental or reasonably necessary to those purposes, including but not limited to adding paid staff, engaging in public advocacy, organizing forums, hosting speakers, conducting discussions, preparing white papers or comments for public hearings, and coordinating group book studies.

ARTICLE III – MEMBERSHIP

Anyone who aligns with the Urban Chat goals may become a member of Urban Chat upon payment of dues. Dues shall be \$50 per year or \$5 per month, although additional donations are encouraged.

Only dues-paying members may describe themselves as Urban Chat members. However, most Urban Chat activities, including public meetings and email transmissions, will be open to all.

When speaking in public on issues pertinent to the Urban Chat goals, members are encouraged to describe themselves as Urban Chat members and to reference positions adopted by the Board of Directors. However, except upon explicit approval from the Board of Directors or alignment with a position adopted by the Board of Directors, members may not describe their participation as representing Urban Chat.

Upon a two-thirds vote of the Board of Directors, any member, including a Director, may be expelled for misrepresenting a position of Urban Chat or otherwise acting inconsistent with the Urban Chat goals.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of Urban Chat shall be managed by its Board of Directors (hereinafter called "Board").

Section 2. Number and Election. The number of Directors constituting the Board shall be a minimum of five and a maximum of seven. Directors shall be elected from the Urban Chat members.

The term for Directors shall be two years. Directors shall be elected at an annual meeting with the term ending at the annual meeting two years later except as noted below. Any vacancy that occurs prior to or remains after the annual election meeting may be filled at any other regular meeting of the Board. Any Director so elected shall serve the remainder of the term of the Director being replaced.

Notwithstanding any other restrictions, all Directors shall serve until replaced.

The term of the Directors shall be staggered to assure organizational continuity. Prior to an election, the Board of Directors shall set the terms of some of the to-be-elected Directors as one year to establish or to maintain the stagger.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be in January and shall be open to all members. All current Urban Chat members shall be advised of the time and place of the meeting by email or other similar method no less than seven days prior to the annual meeting.

Section 4. Regular Meetings. At the annual meeting, the Board shall set the time and place for the holding of regular, periodic meetings of the Board. The regular meetings shall be open to all members and reminders shall be sent by email or other similar method no less than three days prior to each regular meeting.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or of any two Directors. Such a call may include a request that the meeting be private. In the absence of such a request, the meeting shall be considered open. Regardless of whether the meeting is open or private, a meeting notice shall be sent to all members by email or other similar method no less than three days prior to the special meeting.

Section 6. Notice. Notice of all Board meetings shall be as described above. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum and Voting. A quorum of the Board for the transaction of all business shall be comprised of more than one-half of those Directors in office. The affirmative vote of a majority of the Directors present shall be the act of the Board on any questions, except where the act of a greater number is required by these Bylaws or by statute.

Section 8. Powers and Duties. The Board shall have the control and management of the affairs and property of Urban Chat. The Directors may delegate certain of their duties to members or staff of Urban Chat, but such delegation shall not relieve the Board of the responsibility for any action so taken.

Section 9. Term Limitations. Directors shall be eligible to serve three consecutive complete two-year terms, subject to election by the Urban Chat members, but must then cease Board membership for at least one year before being eligible for reelection to the Board.

Section 10. Resignation and Removal of Directors. Any Director or officer may resign at any time. The resignation of the Director shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective. The remaining Directors may select a replacement Director to serve until the next annual meeting.

Directors may be removed for good cause, including three consecutive unexcused absences from meetings, by a two-thirds vote of the Directors present at a meeting at which a quorum is present. Emailed or written notice of a proposed removal shall be delivered to the affected Director at least seven days prior to any vote on such removal.

Section 11. Committees. The Board of Directors shall be authorized to establish one or more standing or ad hoc committees for implementing the goals of Urban Chat. All committee members must be Urban Chat members. Current Directors, including Officers, are eligible to serve on committees.

Section 12. Emeritus Directors. Upon unanimous vote of all Directors at an annual meeting, any past Director who has reached the age of 75 and who has served at least six years as a Director may be elected an Emeritus Director. An Emeritus Director may attend all meetings, annual, regular, and special, open, and private, and may participate in all Board discussions, but shall not have a vote on the Board and shall not be counted as a Director.

ARTICLE V - OFFICERS

Section 1. Officers Specified. There shall be a Chair, Vice Chair, Secretary, and Treasurer.

Section 2. Relationship with the Board of Directors. The Board shall elect officers of Urban Chat for a term of one year at its annual meeting, the term to end at the next annual meeting. Officers shall be elected from among the current Directors, including the Directors who were elected at the annual meeting. An officer is eligible to succeed themselves in an office for a total of three full terms or to succeed any other officer.

Section 3. Duties and Powers.

(a) Chair. The Chair shall be the chief executive officer of Urban Chat and shall direct the activities of Urban Chat in a manner prescribed by the Board for any and all purposes in conducting the business of Urban Chat.

(b) Vice Chair. In the absence of the Chair or in the event of their death, inability, or refusal to act, the Vice Chair, unless otherwise determined by the Board, shall perform the duties of the Chair and when so acting shall have all the powers and be subject to all the restrictions upon the Chair.

(c) Secretary. It shall be the duty of the Secretary to maintain a roster of all current members, including email addresses and other appropriate contact information, to prepare minutes of all meetings of the Board, to maintain Urban Chat records in paper and/or electronic forms, and to perform such other duties as shall from time to time be assigned by the Board.

(d) Treasurer. It shall be the duty of the Treasurer to review a list of expenditures each month and to sign off on acceptance. The Treasurer shall record and submit to the Board of Directors a report of all receipts and disbursements, in the form of monthly financial statements, which the Board may cause to be audited by a firm of certified accountants of its own selection. The Treasurer shall perform such other duties as may be assigned by the Board.

ARTICLE VI - FUNDS

All funds of Urban Chat not otherwise employed shall be deposited in such banks, savings and loan associations, or trust companies as the Board of Directors may from time to time determine.

Any of the four officers shall sign all checks, drafts, notes, and evidence of indebtedness of Urban Chat for all checks under \$100. Checks over \$100 will require signature by the Treasurer and one other officer.

The Chair shall review and approve bank reconciliations quarterly.

ARTICLE VII - FISCAL YEAR

The fiscal year for Urban Chat shall be January 1 through December 31.

ARTICLE VIII - ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed, in person or electronically, by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

ARTICLE IX - WAIVER OF NOTICE

Whenever notice is required to be given to any Director under the provisions of the law or under the provisions of these Bylaws, a waiver thereof in writing signed by the person

or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

ARTICLE X - AMENDMENTS

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the current members attending an annual meeting or responding to an email ballot.