

BYLAWS FOR FRIENDS OF JOAQUIN MILLER PARK  
OAKLAND, CALIFORNIA

ARTICLE I  
Name

The name of the organization shall be Friends of Joaquin Miller Park.

ARTICLE II  
Objectives

Friends of Joaquin Miller Park is a community-based group of park users, neighbors and supporters formed to maintain, preserve and enhance the wild and natural character of Joaquin Miller Park as a regional destination for the safe and pleasurable recreational and educational enjoyment of people with different interests and modes of travel, to celebrate literary and historical heritage and to create a lasting natural legacy for future generations.

ARTICLE III  
Location

Activities of Friends of Joaquin Miller Park will be based within, adjacent to or taken on behalf of Joaquin Miller Park.

ARTICLE IV  
Membership

Participation in this organization is open to all members of the public, including park users, nearby residents and the community at large who are interested in protecting and improving Joaquin Miller Park and who pay annual dues, as set by the Board of Directors. Members have voting rights at annual meetings of Friends of Joaquin Miller Park; only directors may vote at regular meetings.

ARTICLE V  
Board of Directors

Section 1. Powers. On behalf of Friends of Joaquin Miller Park the Board of Directors serves to represent and advocate for the needs of park users to the City of Oakland and other government agencies, the public and the media, to provide support for park projects, and to work with the city in caring for and promoting responsible use of the park in keeping with the mission of preserving its natural character.

Section 2. Number and Qualification of Directors. The Board of Directors shall serve without pay and consist of no less than seven but not more than 20 members, with the number of authorized directors to be fixed from time to time by resolution of the Board of Directors. At least 60% of Board directors shall represent one of the various park interest groups and surrounding neighborhood associations. A list of current organizations represented is attached to

these bylaws.

Up to three individual at-large members may be elected to the Board. Not more than one representative per participating organization may serve on the Board at any one time.

Section 3. Terms of Service: Board members shall serve for three years with one-third of the Board appointed by their respective organization or elected annually. Board members may be re-appointed or re-elected by their respective organization or the board. Board members representing specific interest groups shall be elected by that interest group. At-large members will be elected at the annual membership meeting for a three-year term, one at-large member elected each year at the annual meeting.

Section 4. Vacancies: Vacancies shall be filled by the Board, based upon recommendations by the organizations that are represented on the Board and by the general membership.

Section 5. Absences: Board members with three unexcused absences during a year's time may be dismissed from the Board.

Section 6. Resignation and Removal: A majority of the directors then in office may remove any director at any time, with or without cause. Additionally, resignations shall be effective immediately upon written request to the President, the Secretary, or Board of Directors of this organization, unless a later effective date is specified in the resignation.

Section 7. Speaking on Behalf of the Board: In the absence of Board authorization for a member to do so, the Chair shall be the only person to speak on behalf of FOJMP. Board members shall take care in correspondence or public statements not to represent that they are speaking on behalf of the Board, unless they have been specifically authorized by the Board to do so.

## ARTICLE VI Officers

Section 1. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated and approved by the Board. The Secretary and Treasurer may be the same person.

Section 2. Board officers will serve a one year term. Officers must be voting members of the Board.

Section 3. The Chair shall preside at all Board meetings and the general meeting and perform other duties as associated with the office.

Section 4. The next ranking officer or appointee of the Chair shall assume the duties of the Chair in the absence of the Chair.

Section 5. The Secretary shall be responsible for the minutes of the Board and Board correspondence, and for keeping a permanent record of the minutes online. The Secretary shall

sign the minutes and provide a copy for each board member by email or otherwise.

Section 6. The Treasurer will maintain the financial records of the organization's income, expenses, prepare an annual budget and prepare financial reports to the Board as needed.

## ARTICLE VII Committees

The Board may appoint standing and ad hoc committees as needed.

## ARTICLE VIII Meetings

Section 1. Annual Meeting: An Annual Meeting of Friends of Joaquin Miller Park will be held each year to elect a new at-large Board member, review the activities and budget of the organization and approve any changes to the Bylaws recommended by the Board.

Section 2. Regular Board meetings shall be held at least two times a year, more, if needed. The meeting schedule will be determined by the Board and communicated to the membership and the public at large via email, the website and postal service when email is not available.

Section 3. Special meetings may be held at any time when called for by the Chair or a majority of Board members.

Section 4. Agendas shall be provided at least three days in advance of meetings.

Section 5. Action Between Meetings. An executive committee appointed by the Board may be authorized to take action between board meetings. All actions will be reported at the next Board meeting and filed with the minutes of the proceedings of the Board.

Section 6. Telephone and Electronic Meetings. Board members may participate in meetings through the use of conference telephone, electronic video screen communication, or other communications equipment, so long as the following apply:

(a) Each Board member participating in the meeting can communicate with all the other board members;

(b) The Friends of Joaquin Miller Park verify that (i) the person communicating by telephone, electronic video screen or other communications equipment is entitled to participate in the Board meeting as a member, or by invitation of the Board or otherwise, and (ii) that all motions, votes, and other actions required to be made by a member were actually made by a board member and not be someone who is not entitled to participate as a Board member.

Section 7. Voting by Email. A vote without a meeting may be held for an issue deemed by any officer of the Board, in consultation with the Chair, to require action between meetings. Notice of this procedure shall be sent electronically or by telephone to the Board with a stated deadline

for receipt of votes no less than three (3) days after the notice. Votes not received by the deadline shall be counted as abstentions. A majority of the Board must vote “yes” for the matter to be approved. Results will be presented at the next regular meeting and included in the minutes.

Section 8. Meeting Conduct. Meetings shall be conducted according to the current Roberts’ Rules of Order

Section 9. Compensation. All Board members serve in a voluntary capacity, without compensation.

Section 10. Notice. Three days notice shall be given to Board members and the public of all regular and special meetings. Ten days notice shall be given to Board members and the public of the time and place of the Annual Meeting. Notice may be given by email and posting on The Friends of Joaquin Miller Park website.

## ARTICLE IX Voting

Section 1. Quorum. A majority of voting board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 2. Passage of a motion requires a simple majority (i.e., one more than half the members present).

## ARTICLE X Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him/herself and will vacate his seat and refrain from discussion and voting on said item, except as s/he may be asked by the majority of the board for information on the topic.

## ARTICLE XI Fiscal Policies

The fiscal year of the board shall be January 1-December 31.

## ARTICLE XII Amendments

These by-laws may be amended by a two-third vote of Board members present at any meeting, and ratified by the general membership at the Annual Meeting.

List of Organizations Represented on FOJMP Board of Directors  
As of May 2015

- Alameda County Historical Society
- Bicycle Trails Council of the East Bay
- Butters Canyon Conservancy
- California Writers Club
- Crestmont Homeowners Association
- Crane Way Neighbors
- Dimond Improvement Association
- Friends of Sausal Creek
- Hikers of Joaquin Miller Park
- Joaquin Miller Community Center Advisory Committee
- Metropolitan Horsemen's Association
- Oakland Dog Owner's Group (ODOG)
- Oakland Police Department Beat 22y Neighborhood Crime Prevention Council  
(Bret Harte-Joaquin Miller NCPC)
- Piedmont Pines Club Inc. Homeowners Association
- Producer's Associates/Woodminster Summer Theater
- Woodside Glen Neighbors