

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-EZ and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Open to Public
Inspection

A For the 2013 calendar year, or tax year beginning _____ and ending _____

B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return, Application pending

C Name of organization: **ROCKRIDGE COMMUNITY PLANNING COUNCIL**

Number and street (or P.O. box, if mail is not delivered to street address): **4123 BROADWAY PMB 311**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **OAKLAND, CA 94611**

D Employer identification number: **94-3011284**

E Telephone number: **510-869-4200**

F Group Exemption Number: _____

G Accounting Method: Cash Accrual Other (specify) _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **▶ ROCKRIDGE.ORG**

J Tax-exempt status (check only one) - 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

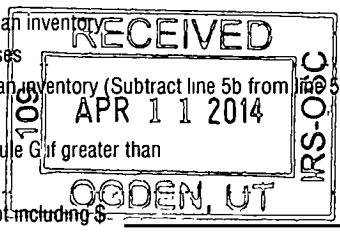
K Form of organization: Corporation Trust Association Other _____

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ **94,895.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

	Description		Amount
Revenue	1	Contributions, gifts, grants, and similar amounts received	8,441.
	2	Program service revenue including government fees and contracts	71,392.
	3	Membership dues and assessments	
	4	Investment income	198.
	5a	Gross amount from sale of assets other than inventory	
	5b	Less: cost or other basis and sales expenses	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	
	6	Gaming and fundraising events	
	6a	Gross income from gaming (attach Schedule G if greater than \$15,000)	
	6b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	14,864.
6c	Less: direct expenses from gaming and fundraising events	3,877.	
6d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	10,987.	
7a	Gross sales of inventory, less returns and allowances		
7b	Less: cost of goods sold		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		
8	Other revenue (describe in Schedule O)		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	91,018.	
Expenses	10	Grants and similar amounts paid (list in Schedule O)	2,880.
	11	Benefits paid to or for members	
	12	Salaries, other compensation, and employee benefits	
	13	Professional fees and other payments to independent contractors	34,836.
	14	Occupancy, rent, utilities, and maintenance	5,631.
	15	Printing, publications, postage, and shipping	12,832.
	16	Other expenses (describe in Schedule O)	15,777.
17	Total expenses. Add lines 10 through 16	71,956.	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	19,062.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	140,007.
	20	Other changes in net assets or fund balances (explain in Schedule O)	0.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	159,069.



SCANNED APR 22 2014

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2013)

Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	114,805.	22	159,069.
23 Land and buildings		23	
24 Other assets (describe in Schedule O) SEE SCHEDULE O	25,212.	24	0.
25 Total assets	140,017.	25	159,069.
26 Total liabilities (describe in Schedule O) SEE SCHEDULE O	10.	26	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	140,007.	27	159,069.

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 <u>SEE SCHEDULE O</u>			
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a		34,985.
29 <u>SUPPORT OF ROCKRIDGE COMMUNITY LIBRARY</u>			
(Grants \$ 2,188.) If this amount includes foreign grants, check here <input type="checkbox"/>	29a		2,188.
30 <u>VARIOUS OTHER PROGRAM SERVICES INCLUDING FROG PARK, SAFEWAY, SCENIC STREETS AND LOCKSLEY GARDENS</u>			
(Grants \$ 692.) If this amount includes foreign grants, check here <input type="checkbox"/>	30a		22,455.
31 Other program services (describe in Schedule O)			
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a		
32 Total program service expenses (add lines 28a through 31a)	32		59,628.

Part IV List of Officers, Directors, Trustees, and Key Employees (list each one even if not compensated - see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
ZABRAE VALENTINE CHAIRMAN	15.00	0.	0.	0.
STUART FLASHMAN CHAIRMAN EMERITUS	12.00	0.	0.	0.
ANDREW CHARMAN FORMER CHAIRMAN	8.00	0.	0.	0.
CHRISTOPHER CHIN VICE CHAIRMAN	3.00	0.	0.	0.
BERNARD BALTAKE TREASURER	6.00	0.	0.	0.
LAURA SCHLICHTMANN SECRETARY	7.00	0.	0.	0.
MICHAEL KAN BOARD MEMBER	4.00	0.	0.	0.
WILLIAM KAUFNER BOARD MEMBER	3.00	0.	0.	0.
LISA MCNALLY BOARD MEMBER	5.00	0.	0.	0.
JENNIFER DASKAL BOARD MEMBER	4.00	0.	0.	0.
GREG PASQUALI BOARD MEMBER	5.00	0.	0.	0.
KEVIN FAUGHNAN BOARD MEMBER	5.00	0.	0.	0.

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V [X]

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
b If "Yes" to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions 37a 0.
b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
a Initiation fees and capital contributions included on line 9
b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization 0.
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed CA
42a The organization's books are in care of CRAIG GARMAN Telephone no. 510-658-3786
Located at 11 REATA PL., OAKLAND, CA ZIP + 4 94618
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
If "Yes," enter the name of the foreign country:
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?
If "Yes," enter the name of the foreign country:
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year 43 N/A
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
c Did the organization receive any payments for indoor tanning services during the year?
d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

Table with columns Yes and No. Rows 33-40e. 33: No [X]. 34: Yes [X]. 35a: No [X]. 35b: N/A. 35c: No [X]. 36: No [X]. 37a: 0. 37b: No [X]. 38a: No [X]. 38b: N/A. 39a: N/A. 39b: N/A. 40a: 0. 40b: No [X]. 40c: 0. 40d: 0. 40e: No [X].

Table with columns Yes and No. Rows 42b, 42c. 42b: No [X]. 42c: No [X].

Table with columns Yes and No. Rows 44a-45b. 44a: No [X]. 44b: No [X]. 44c: No [X]. 44d: No. 45a: No [X]. 45b: No.

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

	Yes	No
46		X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II
 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
 49a Did the organization make any transfers to an exempt non-charitable related organization?
 b If "Yes," was the related organization a section 527 organization?

	Yes	No
47		X
48		X
49a		X
49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note. All section 501(c)(3) organizations and charitable trusts must attach a completed Schedule A

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *[Signature]*
 BERNARD BALTAKE, TREASURER
 Type or print name and title

Paid Preparer Use Only
 Print/Type preparer's name: WADE C HUGHAN
 Preparer's signature: *[Signature]*
 Firm's name: BARLOW & HUGHAN
 Firm's address: 1182 MARKET STREET SUITE 100, SAN FRANCISCO, CA 94103

May the IRS discuss this return with the preparer shown above? See instructions

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2013

Open to Public
Inspection

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization ROCKRIDGE COMMUNITY PLANNING COUNCIL	Employer identification number 94-3011284
--	--

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state. _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	11,065.	37,324.	21,457.	9,106.	8,441.	87,393.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	69,228.	38,726.	62,775.	40,008.	86,256.	296,993.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	80,293.	76,050.	84,232.	49,114.	94,697.	384,386.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						384,386.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	80,293.	76,050.	84,232.	49,114.	94,697.	384,386.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,200.	182.	50.	57.	198.	1,687.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,200.	182.	50.	57.	198.	1,687.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)	81,493.	76,232.	84,282.	49,171.	94,895.	386,073.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	99.56 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98.84 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	.44 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1.16 %

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information (See instructions).

Lined area for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

ROCKRIDGE COMMUNITY PLANNING COUNCIL

Employer identification number

94-3011284

FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:

DESCRIPTION OF PROPERTY:	AMOUNT:
INTEREST AND DIVIDENDS	198.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
OFFICE EXPENSES	2,132.
TAXES, LICENSES AND FEES	69.
EVENTS	695.
BANK FEES	6.
FROG PROGRAM EXPENSES	10,753.
OTHER PROGRAM EXPENSES	2,122.
TOTAL TO FORM 990-EZ, LINE 16	15,777.

FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
GRANT RECEIVABLE	22,022.	0.
PREPAID EXPENSES	1,000.	0.
OTHER DEPRECIABLE ASSETS	2,190.	0.
TOTAL TO FORM 990-EZ, LINE 24	25,212.	0.

FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
SALES TAX LIABILITY	10.	0.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - TO IMPROVE CONDITIONS IN

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

ROCKRIDGE COMMUNITY PLANNING COUNCIL

Employer identification number

94-3011284

THE ROCKRIDGE NEIGHBORHOOD FOR THE GENERAL PUBLIC AND RESIDENTS AND TO
PROMOTE COMMUNITY INVOLVEMENT IN SOLVING COMMUNITY PROBLEMS

FORM 990-EZ, PART III, LINE 28, PROGRAM SERVICE ACCOMPLISHMENTS:

DISTRIBUTE NEWSLETTER TO SUPPORT IMPROVEMENT OF

NEIGHBORHOOD CONDITIONS, ISSUES OF PUBLIC SAFETY, ZONING

AND OTHER ISSUES RELEVANT TO THE RESIDENTS AND THE GENERAL

PUBLIC; TO PROMOTE COMMUNITY INVOLVEMENT IN SOLVING NEIGHBORHOOD

ISSUES.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

FORM 990-EZ PART V LINE 34

THE AMENDMENTS MADE MINOR CLARIFYING CHANGES TO THE BYLAWS RELATED TO
BOARD MEMBERS TERMS, ELECTION PROCEDURES, MEETING SCHEDULES, AND
REQUIREMENTS FOR GIVING NOTICE OF MEETINGS.

**THE ROCKRIDGE COMMUNITY
PLANNING COUNCIL
BY-LAWS**

Table of Contents

ARTICLE I	Offices.....	2
ARTICLE II	Purposes. Objectives, Powers.....	2
ARTICLE III	Nonpartisan Activities.....	3
ARTICLE IV	Dedication of Assets.....	3
ARTICLE V	Membership.....	4
ARTICLE VI	Meetings of Members.....	7
ARTICLE VII	Election of Directors.....	13
ARTICLE VIII	Directors.....	14
ARTICLE IX	Committees.....	21
ARTICLE X	Officers.....	23
ARTICLE XI	Indemnification of Directors, Officers, Employees, and other Agents.....	26
ARTICLE XII	Records and Reports.....	30
ARTICLE XIII	Construction and Definitions.....	32
ARTICLE XIV	Amendments.....	33
CERTIFICATE OF SECRETARY	33

BY-LAWS OF
THE ROCKRIDGE COMMUNITY
PLANNING COUNCIL
A California Nonprofit Public Benefit Corporation

[with all amendments through November, 2013]

ARTICLE I: OFFICES

1.1 Principal Office.

The principal office for the transaction of the business of the corporation ("principal office") is located in the County of Alameda, State of California. The directors may change the principal office from one location to another in said county. Any change of the location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

1.2 Other Offices.

The directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II: PURPOSES; OBJECTIVES; POWERS

The purposes for which this corporation is formed are:

to preserve and enhance the unique character of the Rockridge neighborhood; promote the health, safety and quality of life of its residents; furnish a forum for community involvement and provide leadership and representation of neighborhood interests.

Its objectives are:

- (a) to monitor commercial and residential planning and zoning compliance, to participate in commercial and residential design review and to serve as a liaison between the community and the Oakland Planning Commission;
- (b) to develop strategies to address issues of public safety, crime and traffic;
- (c) to be a catalyst in a community-wide effort to strengthen our schools and education resources such as the Rockridge Branch Library;
- (d) to help preserve and improve existing parks and recreational facilities and to provide leadership in the creation of new public open spaces;
- (e) to promote these objectives through publication of the Rockridge News.

Its powers are:

- (a) to receive, hold, and disburse gifts, bequests, devises, and other funds for these purposes;
- (c) to own and maintain or to lease suitable real estate and buildings, and any other personal property which is deemed necessary for its purposes;
- (d) to enter into, make, and perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount; and
- (e) to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990 and July 3, 1997]

[Reference. Corporations Code Section 5111.]

ARTICLE III: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II of these Bylaws. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation or any cause or measure being submitted to the people for a vote. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

ARTICLE IV: DEDICATION OF ASSETS

The properties and assets of this corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989.]

ARTICLE V: MEMBERSHIP

5.1 Eligibility for Membership.

Membership in the corporation shall be open to any natural person who (1) is at least eighteen years of age, (2) is interested in the promotion of the purposes of this organization, and (3) is a permanent resident within that area of the City of Oakland contained within the following boundaries:

Begin on the Oakland/Berkeley border at 6323 College Avenue; then, in an Easterly direction along the boundary of the City of Oakland, to a point where said boundary first intersects the right of way of Tunnel Road (State Route 13); then in a direct line to the easterly end of Chabot Road; then due south to Broadway; then along Broadway to the intersection of Broadway and Golden Gate Way. Proceed along Golden Gate Way to Eustice; then along Eustice to Brookside Drive; southerly on Brookside to Ocean View Drive; then along Ocean View Drive to the intersection of Ocean View and Margarido Drive. Proceed along Margarido to Acacia Avenue; then along Acacia past Lawton to the Margarido/Manila Avenue intersection; then along Manila to the intersection of the Claremont Country Club golf course. Proceed southerly along the golf course boundary to Monroe Avenue, then along Monroe to the intersection of Monroe and Carlton Street; then along Carlton to the intersection of Carlton and Broadway Terrace; then along Broadway Terrace to the intersection of Broadway Terrace and Broadway; then to the intersection of Broadway and 51st Street; then to the intersection of 51st Street and Clarke Street; then to the intersection of Clarke Street and Claremont Avenue; then to the intersection of Claremont Avenue and Colby Street; then to the intersection of Colby Street and Woolsey Street; then to the intersection of Woolsey and Benvenue, along Benvenue to Alcatraz, along Alcatraz to College Avenue, then along College Avenue returning to the Berkeley/Oakland border at 6323 College Avenue. The above boundaries include both sides of all streets and paths with the exception of 51st Street. The boundaries extend to Dana Street between Alcatraz and Woolsey and 65th and 66th streets, between Dana and Telegraph Avenue.

[Amended by duly adopted resolutions of the Board of Directors on January 13, 1987, January 28, 1987, February 1, 1988, May 2, 1988; by vote of the membership on November 15, 1989] (deleting areas outside the City of Oakland, and adding the next-to-last sentence), and by duly adopted resolutions of the Board of Directors on January 7, 1992, February 4, 1993, (effective February 19, 1993,) September 7, 2000, August 2, 2001, (effective September 6, 2001), and August 7, 2008.]

[Reference Corporations Code Sections 5310 and 5313]

5.2 Procedure for Admission to Membership.

The Board of Directors may adopt a procedure for admission to membership.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference Corporations Code Sections 5310 and 5313]

5.3 Membership Admission Fee.

If the Board of Directors adopts a procedure for admission to membership, pursuant to Section 5.2 above, memberships may be issued by the corporation for no consideration or for such consideration as is determined by the Board. In the absence of fraud in the transaction, the judgment of the directors as to the value of the consideration for membership shall be conclusive. The corporation may issue the whole or any part of its memberships as partly paid and subject to call for the remainder of the consideration to be paid therefor. Memberships declared and taken to be fully paid shall not be liable to any further call, nor shall the member be liable for any further payments for such membership.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference Corporations Code Section 5311]

5.4 Rights of Members.

Members shall have, in addition to any other rights which may be granted to them under the Articles or these Bylaws, the right to vote (1) for the election of directors, pursuant to Sections 8.2 and 8.6 (2) on the removal of a director without cause, pursuant to Section 8.7; (3) on a disposition of all or substantially all of the corporation's assets; (4) on a merger of the corporation with another corporation; (5) on a dissolution of the corporation; (6) on an amendment of the Articles of Incorporation; (7) on an amendment of these Bylaws, as provided in Article XIV; and (8) on any other matter to the extent required by law."

[Amended by duly adopted resolution of the Board of Directors on April 4, 1991, and November 5, 2013]

[Reference: Corporations Code Sections 5034, 5150, 5151, 5220, 5222, 5224, 5342, 5512, 5613, 5616, 5812, 5911, 6012 and 6610]

5.5 Dues, Assessments, or Fees.

Except as the Board of Directors may resolve pursuant to Section 5.3, there shall be no dues, assessments or fees. The Board of Directors shall from time to time propose a suggested contribution.

[Amended by duly adopted resolution of the Board of Directors on April 4, 1991, and April 6, 2000.]

.6 Termination of Membership; Expulsion; Suspension.

(a) A membership shall terminate on occurrence of any of the following events:

- (1) resignation of the member;
- (2) if the membership was issued for a period of time, the expiration of the membership period without the membership having been renewed;
- (3) occurrence of any other event that renders the member ineligible for membership; or
- (4) expulsion of the member, as provided below.

(b) A member may be expelled or suspended, or his membership rights terminated, provided that the expulsion, suspension or termination is done in good faith and in a fair and reasonable manner and that the following procedure is implemented:

(1) A notice shall be sent to the member setting forth the proposed expulsion, suspension or termination and the reasons therefor. The notice shall be sent by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the corporation's records, or by any other means reasonably calculated to provide actual notice. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion, suspension or termination.

(2) The member proposed to be expelled, suspended or terminated shall be given an opportunity to be heard, by prior written notice, at a hearing, to be held not fewer than five (5) days before the effective date of the proposed expulsion, suspension or termination. The hearing shall be held by a special committee composed of not fewer than three (3) directors appointed by the Chair. The member whose expulsion, suspension or termination has been proposed may also choose one director to serve on the committee. The notice to the member of his proposed expulsion, suspension, or termination shall state the date, time, and place of hearing on the proposed action.

(3) Following the hearing, the committee shall decide whether or not the member should in fact be expelled or suspended, have his membership rights terminated, or be sanctioned in some other way. The decision of the committee shall be final.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference. Corporations Code Sections 5340 and 5341]

5.7 Transfer of Membership.

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

[Amended by duly adopted resolutions of the Board of Directors on September 5, 1989 and June 4, 1990.]

[Reference Corporations Code Section 5320]

5.8 Liabilities of Members.

A member of this corporation is not liable for the debts, liabilities or obligations of the corporation.

[Reference Corporations Code Section 5350]

ARTICLE VI: MEETINGS OF MEMBERS

[The former Section 6 1, "Place of Meeting," was repealed by duly adopted resolution of the Board of Directors on September 5, 1989.]

[Reference: Corporation Code Section 5510(a)]

6.1 Annual Meeting.

The annual meeting of members of this corporation shall be held on the third Thursday in April at the Oakland Public Library, Rockridge Branch, 5366 College Avenue, Oakland, California, unless the Board of Directors fixes another date and/or location and so notifies the members as provided in Section 6.3. The annual meeting shall be for the purpose of electing directors to replace those voting directors whose terms are expiring, except for the director position described in subparagraph (b) of Section 8.2, and of transacting any other proper business which may be brought before the meeting.

[Amended by duly adopted resolutions of the Board of Directors on September 5, 1989, by vote of the members on November 15, 1989, and by duly adopted resolutions of the Board of Directors on January 6, 1994, (effective January 1, 1995) and February 6, 1997.]

[Amended by duly adopted resolutions of the Board of Directors on November 4, 2013, by vote of the members on XXX, XXXX, and by duly adopted resolutions of the Board of Directors on XXXX, (effective XXXX) and XXXX]

[Reference. Corporations Code Section 5510]

6.2 Other Meetings.

(a) Meetings of members, other than the annual meeting, may be held at a place designated by the Board of Directors within the organization's membership boundaries (Section 5.1), or in case of natural disaster or other public emergency, within five miles of the organization's membership boundaries. If no other place is so stated or fixed, such meetings shall be held at the Rockridge Branch of the Oakland Public Library.

(b) A regular meeting of the members shall be held on the third Thursday of each month, except August, provided that the times and frequencies of meetings of the members may be changed by the Board of Directors from time to time.

(c) Meetings of members may be called by the Board of Directors, by the Chair, by any other person designated by the Board, or by written petition of at least 100 persons who meet the qualifications of membership as stated in Section 5.1.

[Amended by duly adopted resolutions of the Board of Directors on September 5, 1989, February 5, 1990, January 6, 1994, July 6, 2006, April 2, 2009, and November 5, 2013]

[Reference Corporations Code Section 5510]

6.3 Notice of Members' Meetings (Where Action May be Taken).

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the meeting to the members who are entitled to vote, as of the record date for notice of the meeting. Notice shall be given in the manner specified in Section 6.4 of this Article VI.

(b) Such notice shall state the place, date and time of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (ii) in the case of the annual meeting or other regular meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the members, and no other matter may be voted upon (except as provided in Section 6.9 of this Article VI). The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

[Amended by duly adopted resolutions of the Board of Directors on September 5, 1989 and February 5, 1990]

[Reference. Corporations Code Section 5511(a)]

6.4 General Notice Provisions; Manner of Giving Notice.

“Notice of any meeting of members or any report shall be given either personally, or by

electronic transmission by the corporation (as defined and permitted under Corporations Code Sections 20 and 5511), or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for purposes of notice; or, if no such notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other means of written communication to the corporation's principal office; or (2) notice is published at least once in a newspaper of general circulation within the corporation's boundaries (as set forth in Section 5.1). For purposes of this section, a mailing or communication sent or delivered to 4123 Broadway, PMB 311, Oakland, California 94611 shall be deemed to have been sent to the corporation's principal office; and the Rockridge News, or other newspaper or newsletter published by the corporation, shall be deemed to be a newspaper of general circulation, provided that it is generally delivered to residence, businesses, and libraries within the corporation's boundaries.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic transmission by the corporation or other means of written communication, or on the date of publication, whichever applies. An affidavit of giving notice or report, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report. Such affidavit shall be filed and maintained in the Minute Book of the corporation.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, and November 5, 2013]

[Reference Corporations Code Section 5511(b)]

6.5 Calling Meetings by Members.

Upon request in writing to the Chair, Vice-Chair, or Secretary by any person or persons (other than the Board of Director) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a date, time, and place fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons entitled to call the meeting may give the notice, and may, if the Board has not already done so, fix the date, time, and place of the meeting. The notice shall be given in the form and manner provided in Sections 6.3 and 6.4 of this Article VI.

[Amended by duly adopted resolutions of the Board of Directors on September 5, 1989, February 5, 1990, July 6, 2006, and April 2, 2009.]

{Reference: Corporations Code section 5511(c)}

6.6 Adjourned Meeting.

When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at

which the adjournment is taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. No meeting may be adjourned for more than forty-five (45) days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for the notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference: Corporations Code Section 5511(d)]

6.7 Waiver of Notice or Consent by Absent Members.

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though they had been transacted at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each person entitled to voted, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of that meeting except when the person objects at the beginning of the meeting to the transaction of any business due to inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to consideration of matters required to be included in the notice but not so included, if such objection is expressly made at the meeting.

Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 6.3 of this Article.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference: Corporations Code Section 5511(e)]

6.8 Notice of Certain Agenda Items.

If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice (and/or written waivers of notice) state(s) the general nature of the proposal(s):

- (a) removing a director without cause;

- (b) filling vacancies on the Board of Directors by the members;
- (c) amending the Articles of Incorporation;
- (d) amending these Bylaws, when the amendment is subject to a vote of the membership; and
- (e) voluntarily dissolving the corporation.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989.]

[Reference: Corporations Code Sections 5511, 5222, 5224, 5812, and 6610]

6.9 Quorum.

(a) Twenty-five (25) members of the corporation shall constitute a quorum for the transaction of business at a meeting of the members.

(b) If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members.

(c) The only matters that may be voted upon at any regular meeting actually attended by persons representing less than one third of the voting power of the corporation are matters notice of the general nature of which was given, pursuant to the other provisions of this article and applicable law.

(d) Subject to (c) above, the members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(e) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of the majority of votes represented at the meeting, but no other business may be transacted, except as provided in this section.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference: Corporations Code Section 5512 1]

6.10 Action by Written Consent without a Meeting.

(a) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter, and if the required number of signed approvals in writing is received. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return

the ballot to the corporation.

(b) Approval by written ballot shall be valid only when the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

c) All solicitations of ballots shall indicate the number of responses needed to meet the quorum requirement and with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. All solicitations of ballots shall indicate the time by which the ballot must be received in order to be counted.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference: Corporations Code Section 5513]

6.11 Voting.

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting may be by voice or by written ballot, except that any election of directors shall be by written ballot only.

[Amended by vote of the members on November 15, 1989]

[Reference: Corporations Code Sections 5513 and 5610]

6.12 Record Date for Member Notice, Voting and Giving Consents.

For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a date as the record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of any such meeting, nor more than sixty (60) days prior to any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents to actions without a meeting.

If no record date is fixed:

(a) The record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

(b) The record date for determining members entitled to cast written ballots, when no prior action by the Board has been taken, shall be the day on which the first written ballot is

mailed or solicited, whichever is first.

(c) The record date for determining members for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

[Reference: Corporations Code Section 5611]

6.13 Proxies.

There shall be no right on the part of any member to act by proxy with respect to such member's voting rights or other rights of membership.

[Amended by vote of the members on November 15, 1989.]

[Reference: Corporations Code Section 5613]

6.14 Form of Written Ballots.

(a) Every form of written ballot shall afford an opportunity on the form of written ballot to specify a choice between approval or disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. Every such written ballot shall also contain an appropriate space marked "abstain," whereby a member may indicate a desire to abstain from voting on the proposal.

(b) In any election of directors, any form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" (or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld) shall not be voted either for or against the election of a director.

(c) Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot.

[Amended by duly adopted resolution of the Board of Directors on September 5, 1989]

[Reference: Corporations Code Section 5514.]

ARTICLE VII: ELECTION OF DIRECTORS

7.1 Election and Term of Office of Directors. At each annual meeting of the members, six (6) of the twelve (12) director' seats provided for in subparagraph (a) of Section 8.2 shall be open for election by the members, and the directors who are elected shall serve until the election results have been certified for the election held at the annual meeting in the second calendar year following.

[Amended by duly adopted resolution of the Board of Directors on November 4, 2013]

7.2 Nomination.

(a) Any member may become a candidate in the annual election for the Board of Directors by applying to the Board of Directors in writing, by such date as the Board may decide. Upon timely receipt of the member's statement of intent, and verification of his or her eligibility to run, the member shall be deemed to have been duly nominated, and the Secretary shall place the name of the candidate on the ballot. The closing date for nominations shall be not less than 50 days, nor more than 120 days, before the election.

(b) The procedure set forth in this section is the exclusive procedure for nomination of candidates in the annual election of directors.

(c) For all purposes under this Article VII, the corporation is presumed to have at least 5,000 members.

[Amended by duly adopted resolution of the Board of Directors on December 4, 1989 and January 6, 1994.]

[Reference: Corporations Code Sections 5513(f), 5520, 5521, and 5522]

7.3 Election Officer

(b) The Board may appoint an election officer, who shall oversee the balloting and tally all of the votes which are cast. The election officer shall certify the results of the election to the chair in writing as quickly as possible, but in any case no later than 24 hours after the balloting has ended. If the Board does not appoint an election officer, the Secretary shall carry out the duties of the election officer.

[Amended by duly adopted resolution of the Board of Directors on November 4, 2013]

7.4 Candidates' Forum.

At the annual meeting, or within the five weeks before the annual meeting, but in any case after the closing date for filing as a candidate in the annual election, the Board of

Directors shall sponsor a Candidates' Forum, at which time all persons who have been nominated for election to the Board of Directors may address the members.

[Added by vote of the membership on November 15, 1989; and amended by vote of the members on April 16, 1993.]
[Reference: Corporations Code Sections 5520 and 5522]

[Added by vote of the membership on November 5, 2013, and amended by vote of the members on XXXX]
[Reference: Corporations Code Sections 5520 and 5522]

7.5 Continuation of Election Meeting to Alternate Polling Date.

To provide an additional voting opportunity for members who may be unable to attend a scheduled weekday or evening meeting of the members at which directors will be elected, after the completion of balloting and other scheduled business at any such meeting in which a quorum is present, the meeting shall be continued to the Saturday following, as an alternate polling date. On the alternate polling date, the polls shall be open for at least three (3) daylight hours. The meeting shall be officially adjourned upon the closing of the polls on the alternate polling date.

Notice of the date, place, and hours of the alternate polling shall be published in the organization's newsletter, not less than one week nor more than six weeks in advance of the date when the polls will be open. Notwithstanding any other provision in these Bylaws, the polling place shall be the location of the annual meeting or other generally accessible location within the organization's membership boundaries. No member shall be issued more than one ballot in any election or runoff election.

[Added by vote of the members on November 15, 1989 with technical amendment by duly adopted resolution of the Board of Directors on December 12, 1989, and amended by duly adopted resolution of the Board of Directors on January 6, 1994]

7.6 Vote Required to Elect Directors.

Candidates receiving the highest number of votes shall be elected as directors. Votes cast for candidates who have not been nominated under Section 7.1 shall not be counted. In the event of a tie vote for a seat on the board, a run-off election will be called within sixty (60) days following the annual meeting.

[Amended by vote of the members on November 17, 1994]

ARTICLE VIII: DIRECTORS

8.1 Powers.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be

approved by the members, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(a) select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws;

(b) change the principal office in the State of California from one location to another; cause the corporation to be qualified to do business in another state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within the State of California for the holding of any members' meeting or meetings, including annual meetings;

(c) adopt, make and use a corporate seal; prescribe the form of membership certificates; and alter the form of the seal and certificate; and

(d) borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Section 5210]

8.2 Number and Qualification of Directors.

The authorized number of directors shall be fourteen (14), of whom thirteen (13) shall be voting directors and one (1) shall be a nonvoting director.

There shall be two categories of voting directors:

(a) twelve (12) directors who meet the criteria of Section 5.1 of Article V shall be elected by the membership according to the provisions of Article VII, subject to Section 8.3 below; and

(b) one (1) director who (i) meets the criteria of Section 5.1 of Article V, or (ii) is a merchant having a place of business, or is an owner of commercial property, within the

organization's membership boundaries, shall be appointed by the Board of Directors following the annual meeting of the members.

The position of non-voting director shall be filled by the editor-in-chief of *The Rockridge News*, provided that a contract is in effect between the editor-in-chief and the corporation, and provided further, that the Board shall have discretion to appoint an alternate to serve in the event that the editor-in-chief is unable to attend one or more meetings of the Board.

[Amended by duly adopted resolutions of the Board of Directors on May 12, 1987 and February 5, 1990; and by vote of the members on April 16, 1992, July 17, 2003, and April 15, 2004]

[Reference: Corporations Code Sections 5151 and 5220]

8.3 Election and Term of Office of Directors; Limitation on Elected Terms

(a) At the first meeting of the Board of Directors which is held after the annual meeting of the members and the certification of the election results, or as soon thereafter as possible, the directors who are newly elected or continuing in office shall appoint a director to fill the position under subsection (b) of Section 8.2, who shall serve until the next annual meeting.

(b) No person shall be eligible for election to more than three (3) elective terms on the Board of Directors, consecutive or otherwise, unless, for any additional term:

(1) at least one annual election has been held since the end of the person's last elective term of office; and

(2) the person's candidacy for an additional term has been approved by the Board of Directors with at least two-thirds of the Directors voting in favor, or has received the signed written endorsement of two-thirds of the directors.

In the preceding sentence, the phrase 'three (3) elective terms' includes terms already served before the effective date of this subsection (d).

The foregoing restriction shall not affect the ability of any person to complete an elective term which was underway on the effective date of this subsection (d), or to serve an appointive term on the Board pursuant to subsection (c) of this Section 8.3 or subsection (a) of Section 8.6. A person's term of service as an appointee on the Board shall not be counted toward the limit of three elective terms.

[Amended by duly adopted resolutions of the Board of Directors on May 12, 1987, February 5, 1990 and January 6, 1994, effective November 17, 1994 (deleting former subsections (b) and (c)); amended by duly adopted resolutions of the Board of Directors on June 30, 2003; and by vote of the members on July 17, 2003, and April 15, 2004. Renumbered November 5, 2013]

[Reference: Corporations Code Section 5220]

[The former Section 8.4, "Nonvoting Ex-Officio Directors," was repealed by duly adopted resolution of the Board of Directors on February 5, 1990.]

8.4 Vacancies.

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of one of the following:

- (a) the death or resignation of any director;
- (b) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of the California Nonprofit Corporation Law;
- (c) the removal of a director from office by final order of court;
- (d) the declaration, by majority vote of the directors who meet all of the required qualifications to be a director, of a vacancy of the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office;
- (e) the removal, by resolution of the Board of Directors, of a director who has failed to attend two (2) or more consecutive, regular meetings of the Board, pursuant to Section 8.5(b) of this Article;
- (f) the approval by the members to remove a director, pursuant to Sections 5034 and 5222(a) of the California Nonprofit Corporation Law and Section 8.7 of this Article;
- (g) the increase of the authorized number of directors; or
- (h) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

Any reduction of the number of directors authorized in the Articles of Incorporation or these Bylaws does not remove any director prior to the expiration of such director's term of office.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990. April 2, 2009, and by vote of the membership on May 21, 2009]

[Reference: Corporations Code Sections 5220(b), 5221 and 5222]

8.5 Resignations by Directors; Removal for Non-Attendance.

(a) Except as provided in this Section, any director may resign upon giving written notice to the Chair, the Secretary or the Board of Directors of the corporation. Any such notice of resignation shall be effective immediately, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

(b) Lack of attendance by a director at two (2) consecutive regular Board of Directors' meetings may be determined by the Board to indicate a lack of interest or ability to devote the required time to perform the director's duties, and shall constitute grounds for removal of the director by the Board. Upon making this determination, the Board shall declare the director's office vacant, to be filled according to the provisions of Section 8.6 of this Article."

[Amended by duly adopted resolutions of the Board of Directors on May 12, 1987, February 5, 1990 and April 2, 2009]

[Reference Corporations Code Sections 5221 and 5226]

8.6 Vacancies Filled.

(a) Except for a vacancy created by the removal of a director, vacancies on the Board of Directors may be filled by majority vote of the directors then in office; provided, however, that if the number of directors then in office is less than a quorum, the Board of Directors may fill the vacancy by:

- (1) the unanimous written consent of the directors then in office,
- (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 6.7 of Article VI, or
- (3) a sole remaining director; and provided further, that any appointment by the Board of Directors to fill a vacancy which exists because a director's term has expired and because the annual election has been delayed or the election results have not been certified, shall be limited to sixty (60) days.

(b) Subject to the provisions of Article VI, the members may elect a director at any time to fill any vacancy not filled by the Board of Directors . Any such election shall be by affirmative vote of a majority of the members voting at a duly held meeting of the members at which a quorum is present (with the affirmative votes constituting a majority of the required quorum); or of a majority of the members voting by written ballot without a meeting, pursuant to Section 6.10.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990; subsection (a) amended by vote of the members on November 17, 1994 and February 6, 1997;
Subsection (b) amended by duly adopted resolution of the Board of Directors on January 6, 1994 and November 5, 2013]

[Reference: Corporations Code Sections 5220(b) and 5224]

8.7 Removal of Directors without Cause.

A director may not be removed without cause, prior to the expiration of such director's term of office, unless such removal is approved by the members . The members' approval shall be subject to the provisions of Article VI, and shall be by affirmative vote of a majority of the members voting at a duly held meeting of the members at which a quorum is present (with the affirmative votes constituting a majority of the required quorum); or of a majority of the members voting by written ballot without a meeting, pursuant to Section 6.10.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, August 6, 1992, and November 2013.]

[Reference: Corporations Code Section 5034, 5222, and 5513]

8.8 Restrictions on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 5227.]

8.9 Notice, Place and Time of Meeting.

(a) A meeting of the Board of Directors shall be scheduled for the first Thursday of each month, except August, but such meetings may be rescheduled by the Chair (or, in the Chair's absence, by the Vice-Chair, the Secretary, or any two directors) by notifying directors in accordance with sub-section (b) below.

(b) A written notice of the place and time of each meeting of the Board of Directors shall either be mailed to each director, by first-class mail, at least four (4) days before the date of the meeting, or be personally delivered or sent by electronic transmission (as defined in Corporations Code sec. 20) at least forty-eight (48) hours before the time of the meeting. The notice may specify the purpose of the meeting and if, at the time of the notice, a meeting agenda has been prepared, it shall be attached to the notice. All notices given by means of electronic transmission shall be delivered in such format and manner as the Board of Directors may prescribe, and shall create a record that is capable of being retained, retrieved, and

reviewed, and rendered into clearly tangible form.

(c) Meetings of the Board of Directors may be held during the month of August, or other than on the first Thursday of any other month, upon prior notice to all directors in the manner provided in (b) above; provided, that if such notice is not acknowledged by a recipient at least twenty-four (24) hours before the time of the meeting, further notice shall be given by telephone, or left on the recipient's voice messaging system, at least twelve (12) hours before the time of the meeting.

(d) Meetings of the Board of Directors may be held at any place within the State of California which has been designated in the meeting notice, or, if the notice does not state, at such location as has been designated from time to time by resolution of the board. Notwithstanding the above, any meeting of the Board of Directors may be held at any place consented to in writing by all of the directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(e) Any meeting of the Board of Directors may be held by conference telephone or by electronic video screen communication or "electronic transmission" as defined in Corporations Code secs. 20-21 (such as electronic messaging board), and members of the Board participating in a meeting of the Board by such means shall be deemed to be present at the meeting in person, provided that:

(1) in the case of participation through conference telephone or electronic video screen communication, all members participating in the meeting are able to hear one another; and

(2) in the case of participation through another form of electronic transmission:

(A) each member participating in the meeting can communicate with all of the other members concurrently, and

(B) each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990 and December 7, 2006.]

[Reference: Corporations Code section 5211]

8.10 Annual Meeting.

As soon as possible following the annual meeting of members and the certification of the election results, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, appointment of a director pursuant to subparagraph (b) of

Section 8.2, and for the transaction of other business.

From the time when the election results are certified, until the first meeting of the Board of Directors thereafter, no director shall exercise any standing authority on behalf of, or in the name of, the Board with respect to any matter other than the internal business of the Board, except as authorized pursuant to Section 8.15.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, June 30, 2003, and November 5, 2013]

[Reference: Corporations Code Section 5211(a)(2)]

[The former Section 8 11, "Quarterly Meetings," was repealed by duly adopted resolution of the Board of Directors on February 5, 1990.]

8.11 Special Meetings.

Special meetings of the Board of Directors may be called by the Chair, Vice-Chair, Secretary or any two (2) directors.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 5211(a)(1).]

8.12 Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (1) a quorum is present; and (2) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

[Reference: Corporations Code Section 5211(a)(3)]

[The former Section 8 13, "Notice," was repealed by duly adopted resolution of the Board of Directors on February 5, 1990]

8.13 Adjourned Meeting.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

[Reference: Corporations Code Section 5211(a)(4)]

8.14 Quorum.

A majority of the voting directors who are currently serving, but in any case not less than five (5), shall constitute a quorum for the transaction of any 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 Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the subsequent loss of a quorum, provided that any action taken is approved by at least a majority of the required quorum for such meeting."

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, and April 1, 2004]

[Reference Corporations Code Section 5211(a)(7)-(8).]

8.15 Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 5211(b)]

8.16 Compensation.

The directors shall receive no compensation for their services as directors.

[Reference. Corporations Code Section 5235]

ARTICLE IX: COMMITTEES

9.1 Committees of Directors.

- (a) Committees of directors include the Executive Committee, as provided in subsection (b) below, and any other committee appointed under subsection (c) below. Committees of directors shall exercise *the authority specifically provided to such committees in these Bylaws and* in any Board resolution(s) adopted by a majority of the directors then in office, except that no such committee may:

- (1) take any final action on a matter which under the California Nonprofit Corporation law also requires members' approval;
 - (2) fill vacancies on the Board of Director or in any committee which has the authority of the Board;
 - (3) fix compensation of the directors for serving on the Board or on any committee;
 - (4) amend or repeal the Bylaws or adopt new bylaws;
 - (5) amend or repeal any resolution of Directors which by its express terms is not so amendable or repealable;
 - (6) appoint any other committees of the Board or the members of those committees;
 - (7) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
 - (8) approve any transaction: (A) to which the corporation is a party and in which one or more directors has a material financial interest; or (B) between the corporation and one or more of its directors.
- (b) The Executive Committee shall consist of: the Chair; the Vice-Chair; the Secretary; the Treasurer; the chair of the Land Use Committee, if he/she is a member of the Board of Directors; and, if the foregoing comprise fewer than five persons, one or more other directors elected by a majority of the directors then in office, sufficient to bring the membership of the Executive Committee up to five persons. The term of any person who is elected to serve on the Executive Committee shall not continue beyond the next Annual Meeting of the corporation. If a vacancy arises on the Executive Committee, the Chair may appoint another director to fill the vacancy until such time as the Board confirms the appointment or appoints another director to fill the vacancy

The Executive Committee is authorized, between meetings of the Board, and subject to the limitations in subsection (a) above, to exercise all of the powers of the Board with respect to managing the business and affairs of the corporation; provided, however, that:

1. the Board may, at any time, limit the powers of the Executive Committee by resolution; and
2. unless expressly authorized by a resolution of the Board, the Executive Committee may not:
 - (A) amend or repeal any resolution of the Board;

- (B) commit the board to a position on a development project or zoning matter;
- (C) adopt a board policy (i.e., principled position of general application); or
- (D) adopt an annual budget for the organization.

All actions by the Executive Committee shall be reported to the Board no later than the next meeting of the Board.

- (c) The Board of Directors may at any time, by resolution adopted by a majority of the directors then in office, designate one or more other committees under this Section 9.1, each consisting of two or more directors, to serve at the pleasure of the Board. Subject to subsection (a) above, any such committee shall have such authority as may be provided in the Board's resolution.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990, April 2, 1990, and December 4, 2008.]

[Reference: Corporations Code Section 5212.]

9.2 Committees Exercising Board Authority---Rules and Procedures.

The rules and procedures governing meetings and actions of committees of directors shall be the same as the provisions of Article VIII concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members; except that the time for regular meetings of committees of directors may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees of directors shall also be given to any and all alternative members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee of directors and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee of directors not inconsistent with the provisions of these Bylaws.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, and April 6, 2000]

9.3 Other Committees.

- (a) The Board of Directors may at any time establish one or more committees, whose members may, but need not be, directors. Unless the Board authorizes such a committee to select its own chair or co-chairs, the Board shall select a chair or co-chair of each such committee, to serve at the pleasure of the Board. The Board of Directors may adopt

committee bylaws or other rules for the government of any such committee. Such committees may perform such duties and take such actions as may be authorized by the Board, except that such committees may not:

- determine the policy or position of the corporation with respect to land use, social policy, or any other matter;
- apply for grants without the express prior approval of the Board of Directors;
- enter into any contract, or commit the funds of the organization, for any purpose, other than for procurement of goods or services (excluding professional services) utilizing funds which the Board has expressly dedicated or allocated to the use of the Committee; or
- take any other action which, under applicable law or under these Bylaws, may be taken only by the Board or a committee of the Board established pursuant to Section 9.1 of this Article IX.

(b) The general membership may, by majority vote taken at a duly noticed meeting, establish a committee for the purpose of advising or assisting the Board of Directors and/or the general membership on any matter. All interested members may serve on such a committee. The Board may appoint a member of the Board to serve as liaison between the Board and any such committee.

(c) All recommendations to the Board of Directors, by a committee established under this section, shall be made either in writing or by oral report and shall be certified by the committee chair as being the recommendation of a majority of committee members who were present at a duly noticed meeting of the committee.

(d) Subject to any prior resolutions of the Board of Directors, each committee authorized under this section may set its own rules and procedures; but all such rules and procedures shall be subject to the review and approval of the Board.

(e) Among the committees authorized under this section, there shall be a Land Use Committee. Notwithstanding any other provision of this Section 9.3, the Board of Directors shall appoint the chair and all other members of the Land Use Committee from among the members of this corporation; *provided*, that the Chair of the Board of Directors shall at all times serve as an *ex officio* member of the Committee. The persons appointed to the Committee shall include one or more members of the Board, or other persons, who shall serve in the role of community liaisons.

The functions of the Land Use Committee shall include:

1. to review and analyze zoning applications and current development

- proposals affecting properties within (or, in the case of major development projects, close to), the membership boundaries of the corporation;
2. to review pending or projected changes in zoning or in the Oakland General Plan which might affect the community and residents of Rockridge; and
 3. to report its findings and recommendations on the above matters, including proposed positions, correspondence, public statements and actions, to the Board of Directors, in order that the Board may determine the organization's strategy and take action. All correspondence relating to matters which the Committee has reviewed shall be signed by the Chair of the Board, and, when appropriate, co-signed by the chair of the Committee.
 4. In any land-use matter which is scheduled for a hearing before the Oakland Planning Commission or Oakland City Council, after the Board of Directors has adopted a position, the Committee shall, as requested and instructed by the Chair of the Board, conduct outreach communications with members of the body, which will be hearing the matter; assemble supporters to attend the hearing; and organize and conduct the RCPC presentation.

In addition to the foregoing, the Committee may carry out other related functions or assignments at the specific request of the Board.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990 April 6, 2006, August 2, 2007 and June 5, 2008]

[Reference: Corporations Code Section 5212]

ARTICLE X: OFFICERS

10.1 Officers.

The officers of the corporation shall include a Chairman or Chairwoman of the Board (hereafter and elsewhere in these Bylaws referred to as "the Chair"), a Vice Chair, a Secretary, a Historian, and a Chief Financial Officer ("the Treasurer"). The corporation may also have, at the discretion of the Board of Directors, additional Vice Chairs, and such other officers as may be appointed in accordance with the provisions of Section 10.3 of this Article X. Up to three offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990, January 6, 1994 and December 4, 2008]

[Reference: Corporations Code Section 5213]

10.2 Selection of Officers.

The officers of the corporation named in Section 10.1 shall be chosen by the Board of Directors, and shall, except for the Historian, be chosen from among the members of the Board of Directors. Each such officer shall serve at the pleasure of the Board, subject to the rights, if any of an officer under any contract of employment.

The Board, in its discretion, may select two persons to serve alternating terms as Chair, for an overall period of up to one year.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990, April 6, 2000 and December 4, 2008]

[Reference. Corporations Code Section 5213(b)]

10.3 Subordinate Officers.

The Board of Directors may appoint, and may authorize the Chair or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Section 5213]

10.4 Removal of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

10.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of the notice or at the time specified in the notice, whichever is later. Acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Section 5213(b).]

10.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

[Reference: Corporations Code Section 5213]

10.7 Responsibilities of Officers

(a) **Chair.** The Chair shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board of Directors or prescribed by the Bylaws. The Chair shall, in addition, be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation; and preside at all meetings of the members, and of the Board of Directors.

(b) **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or by the Chair.

(c) **Secretary.** The Secretary shall attend to the following:

(1) **Minute Book.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a Minute Book of all meetings and actions of directors, committees, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at meetings of directors and committees, the number of members present at members= meetings where a vote is taken on any matter and the proceedings of meetings of directors, committees, and members.

(2) **Membership Records.** The Secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board of Directors, records of the names, places of residence, and mailing addresses of all members who have given this information to the corporation for the purpose of receiving notice from the corporation of matters on which members are entitled to vote.

(3) **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the corporation, if a seal has been adopted, and affix it to such papers and instruments as may be required in the regular course of business. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) **Historian.** The Historian shall maintain the following: a complete file of the minutes, correspondence, internal documents, and other papers of the corporation; a historical record of activities of the corporation; a file of newspaper articles concerning the corporation;

and a continuously updated file of zoning regulations and other governmental rules which may affect the corporation's members or membership area.

(e) **Treasurer.** The Treasurer shall attend to the following:

(1) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, amounts payable or receivable, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at any reasonable time.

(2) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the Chair and directors, whenever they request it, an account of his transactions as Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

[Amended by duly adopted resolutions of the Board of Directors on February 5, 1990, and September 2, 1999]

[Reference Corporations Code Section 5213]

ARTICLE XI: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

11.1 Definitions

For the purpose of this Article,

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

- (d) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

[Reference: Corporations Code Section 5238(a)]

11.2 Successful Defense by Agent.

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 11.3 through 11.5 of this Article XI shall determine whether the agent is entitled to indemnification.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Section 5238(d)]

11.3 Action Not Brought by or on Behalf of the Corporation.

Subject to the required findings to be made pursuant to Section 11.5 of this Article XI, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

[Amended by duly adopted resolution of the Board of Directors on September 2, 1999]

[Reference: Corporations Code Section 5238(b)]

11.4 Action Brought by or on Behalf of the Corporation.

(a) **Claims Settled Out of Court.** If an agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (1) the determination of good faith conduct required by Section 11.5, below, must be made in the manner provided for in that section; and,
- (2) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

[Reference: Corporations Code Section 5238(c)]

11.5 Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections 11.3 and 11.4 of this Article XI is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Paragraph (a) above shall be made by:

- (1) the Board of Directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding,
- (2) the affirmative vote (or written ballot in accord with Article VI, Section 6.10) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), with the person to be indemnified not being entitled to

vote thereon; or

(3) the court in which the proceeding is or was pending. Such determination may be made on application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference Corporations Code Section 5238(c) and (e)]

11.6 Limitations.

No indemnification or advance shall be made under this Article XI, except as provided in Sections 11.2 and 11.5(b)(3) of this Article, in any circumstance where it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the articles or these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Section 5238(h)]

11.7 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 5238(f)]

11.8 Contractual Rights of Nondirectors and Nonofficers.

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be

entitled by contract or otherwise.

[Reference. Corporations Code Section 5238(g)]

11.9 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Corporations Code Section 5233 related to self-dealing transactions.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference Corporations Code Section 5238(i)]

11.10 Fiduciaries of Corporate Employee Benefit Plan.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 11.1 of this Article. Nothing contained in the Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

[Reference Corporations Code Section 5238(j)]

ARTICLE XII: RECORDS AND REPORTS

12.1 Maintenance and Inspection of Articles of Incorporation and Bylaws.

The corporation shall keep at its principal office in the State of California the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during usual and business hours.

[Former Section 12 2 was re-numbered as 12 1. Amended by duly adopted resolution of the Board of Directors on September 2, 1999]

[Reference: Corporations Code Section 5160]

12.2 Members' Rights to Inspect and Obtain Membership Lists.

(a) Any member of the corporation may:

(i) inspect and copy the records of members' names, addresses and voting rights, during usual business hours on five days' prior written demand upon the corporation, stating the purpose for which the inspection rights are requested; and

(ii) obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which it has been compiled or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. The list shall be made available on or before the later of ten (10) days after demand is received or the date specified therein as the date by which the list is to be compiled.

(b) The rights specified in this section shall be subject to the limitations and other provisions of Sections 6330-6332 of the California Nonprofit Corporation Law, including the right of the corporation, under section 6330 (c) of said law, to offer the member an alternative method which reasonably and in a timely manner accomplishes the purpose, if proper, set forth in the members demand. It shall be presumed that any such offer provides a reasonable alternative if it: (1) describes the voting rights of all members, (2) makes available all membership records to the extent that such records are maintained by the corporation, and (3) together with information which can be obtained by any member of the public from public records and information in the public domain, is sufficient to allow the member making the demand to achieve the proper purpose of the demand.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990 and September 2, 1999, (and renumbered from 12 1), renumbered November 5, 2013]

[Reference: Corporations Code Sections 6330, 6331, and 6332]

12.3 Maintenance and Inspection of Other Corporate Records.

The accounting books and record and minutes of proceedings of the members and the Board of Directors and committees of the Board, and of other committees (to the extent available), shall be kept at the principal office of the corporation. The minutes shall be kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

The minutes, and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Sections 6311, 6312, 6320 and 6333.]

12.4 Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

[Reference: Corporations Code section 6334]

12.5 Inspections - Persons Authorized.

Any inspection under this Article may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

[Added by duly adopted resolution of the Board of Directors on February 5, 1990,
and amended by duly adopted resolution of the Board of Directors on April 2, 1990]

[Reference: Corporations Code Section 6311]

12.6 Reports to Members.

The annual report to members referred to in Section 6321 of the California Nonprofit Corporation Law is expressly dispensed with, to the extent permitted therein, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate.

The corporation shall provide to the directors, and to those members who request it in writing, within 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) any information required by Section 6322 of the California Nonprofit Corporation Law.

The report required by this Section shall be accompanied by a report thereon of independent accountants, or if there is no such report, the certificate of the Treasurer or other authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 6321]

ARTICLE XIII: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV: AMENDMENTS

14.1 Amendments by Members.

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members at a duly held and noticed meeting of the members.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990]

[Reference: Corporations Code Sections 5150(b), 5510, 5511, and 5512]

14.2 Amendment by Directors.

The Board of Directors shall have the authority to adopt, repeal, or amend any Bylaw or Bylaws other than Bylaws which require the approval of the members as set forth in Section 5.4 of Article V of these Bylaws or under the California Nonprofit Corporation Law. The Board may, in its discretion, submit any proposed change to these Bylaws to a vote of the general membership.

[Amended by duly adopted resolution of the Board of Directors on February 5, 1990.]

[Reference: Corporations Code Section 5150]

ARTICLE XV: PROGRAMS AND FINANCIAL SPONSORSHIP

15.1 Formation of Programs.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, establish programs within and under the authority and overall control of the Rockridge Community Planning Council. Each such program shall adopt its own bylaws and elect its own officers, including chairperson, vice chairperson, secretary, and treasurer, in accordance with its bylaws; provided, however, that all such bylaws shall be consistent with and not contravene any provision of the articles of incorporation or bylaws of the Rockridge Community Planning Council, that all such bylaws designate how program funds will be disposed of in the event the program terminates or terminates its relationship with the Rockridge Community Planning Council, and that all such bylaws and amendments thereto shall, before becoming effective, first be approved by vote of a majority of the directors of the Rockridge Community Planning Council then in office.

15.2 Financial Management of Programs

All funds of a program shall be considered funds of the Rockridge Community Planning Council but shall be segregated into an account designated for the program and shall be restricted to use in that program. Each program shall, through its budget and approval of financial transactions, control the use of its program funds, subject to oversight by the Board of Directors of the Rockridge Community Planning Council as set forth below. Each program may establish its own bank account or accounts under the employer identification number of the Rockridge Community Planning Council. The treasurer of the Rockridge Community Planning Council shall be provided with ongoing full access to all financial information of each program, including specifically access to all bank accounts and other financial records and shall be listed as a signer on any program account, and shall approve any unbudgeted financial transactions as being consistent with the purposes of the program and of the Rockridge Community Planning Council and in accordance with all applicable state and federal laws and regulations and notify the Board of Directors of the transaction. The treasurer of the Rockridge Community Planning Council shall promptly notify the treasurer of the program, and the Board of Directors of the Rockridge Community Planning Council of any irregularities (i.e., unreported unbudgeted expenditures, transactions that appear to violate federal or California laws or regulations) he/she identifies in reviewing the accounts of the program. The treasurer of the program shall promptly address and assure correction of any irregularities and shall report his/her corrective actions to the treasurer of the Rockridge Community Planning Council and to the other officers of the program.

15.3 Program Reports to the Board of Directors

Each program of the Rockridge Community Planning Council shall provide the Board of Directors of the Rockridge Community Planning Council with a report of its activities and financial status, including a full listing of assets, liabilities and financial transactions, by January 20th of each year, and with a budget for each fiscal year by the last day of the prior

fiscal year. The reports and budget will be reviewed for approval by the Board of Directors as being in compliance with state and federal laws and regulations and with the program's purpose and the articles of incorporation of the Rockridge Community Planning Council at its next regularly scheduled meeting following submission of the report and budget.

15.4 Termination of Program Status

(a) A program may terminate itself or its relationship with the Rockridge Community Planning Council at any time by notifying the Board of Directors in writing of its intention and providing a resolution of termination approved by a majority of the program's governing body.

(b) The Rockridge Community Planning Council may terminate its relationship with a program by majority vote of the Board of Directors. Prior to considering termination of the relationship, the governing body of the program shall be provided written notice of the Board of Directors' intention of terminating the relationship, along with the reasons for the proposed termination. Unless a (2/3) majority of the directors then in office determines that more immediate termination is necessary, designated representatives of the Rockridge Community Planning Council Board of Directors and the program shall meet and confer for at least one month and attempt to reach a mutually agreeable resolution of the issues involved. If the meet and confer process has been unsuccessful, one or more representatives from the program shall be given the opportunity to speak at the Board meeting where the decision on termination is to be acted upon.

15.5 Disposition of program funds

Upon the termination of a program's relationship with the Rockridge Community Planning Council, and notwithstanding any other provisions herein, any funds associated with the program will be disposed of in accordance with the requirements of the California Corporations Code and U.S. Internal Revenue Service regulations for tax-exempt charitable organizations. Whenever possible, program funds will be disposed of as designated in the approved bylaws of the program. In all cases, the disposition of funds must assure that the funds will be used for a purpose consistent with that of the Rockridge Community Planning Council and of the program, as well as any fiduciary restrictions placed on the funds by the original donors.

15.6 Fiscal Sponsorship

(a) The Board of Directors may, by resolution adopted by a majority of the directors then in office, establish fiscal sponsorship of a project, organization, or group. Fiscal sponsorship will allow the project, organization, or group to maintain a subaccount within the treasury of the Rockridge Community Planning Council for funds collected on behalf of the sponsored project, organization, or group. Any project, organization, or group accepted for fiscal sponsorship must be consistent with and not contravene any provision of the articles of

incorporation or bylaws of the Rockridge Community Planning Council. The Treasurer shall accept all eligible donations for the sponsored project, organization, or group and shall issue all disbursements of funds maintained for the group, organization or project. All disbursements of funds to or for the benefit of the sponsored project, organization, or group shall first be approved by the Board of Directors. Prior to the initiation of a fiscal sponsorship, the specific terms of the sponsorship, including any charges involved and the disposition of any remaining funds upon the termination of sponsorship, shall be recorded in a written agreement approved by both the Board of Directors and the authorized representative of the sponsored project, organization, or group. Such agreement shall be fully consistent with the requirements of federal and California law.

(b) The Rockridge Community Planning Council may terminate its fiscal sponsorship of a project, organization, or group by majority vote of the Board of Directors. Prior to considering termination of sponsorship, those responsible for the project, organization, or group shall be provided written notice of the Board of Directors' intention of terminating the fiscal sponsorship, along with the reasons for the proposed termination. Unless a (2/3) majority of directors voting determines that more immediate termination is necessary, designated representatives of the Rockridge Community Planning Council and the sponsored project, organization or group shall meet and confer for at least one month and attempt to reach a mutually agreeable resolution of the issues involved. If the meet and confer process has been unsuccessful, one or more representatives from the project, organization or group shall be given the opportunity to speak at the Board meeting where the decision on termination is to be acted upon.

(c) Upon the termination of fiscal sponsorship, any remaining funds in the treasury associated with the project, organization, or group whose sponsorship has been terminated shall be disposed of in accordance with the agreement specified in subsection (a) above between the Board of Directors and the sponsored project, organization, or group.

(d) The Rockridge Community Planning Council may charge a reasonable fee to any sponsored project, organization, or group sufficient to offset the costs involved in the sponsorship. Any such fees shall be identified in the sponsorship agreement and may be modified from time to time by mutual written consent.

[Added by duly adopted resolution of the Board of Directors on August 4, 2011.]

* * * * *

[Section references and paragraph numbers in the foregoing bylaws have been conformed to a standard format, pursuant to a resolution of the Board of Directors, adopted June 4, 1990.]

* * * * *

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Rockridge Community Planning Council, a California nonprofit public benefit corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said corporation, adopted by the Incorporator of this corporation on December 18, 1985, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned and the seal of the corporation this
_____ day of April 20, 2009.

Secretary

Depreciation and Amortization 990-EZ
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

ROCKRIDGE COMMUNITY PLANNING COUNCIL **FORM 990-EZ PAGE 1** **94-3011284**

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with columns (a) through (f) Vehicle. Rows 30-36 covering miles driven and personal use questions.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table with rows 37-41 and Yes/No columns for employer-related questions.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Includes rows 42-44.