

ARTICLE I. Name and Purpose

1. NAME.

- a. The name of this Organization shall be Sacramento Community Land Trust, hereinafter referred to as the "Corporation."

2. PURPOSE.

- a. **Mission:** Sacramento Community Land Trust prevents displacement and builds historically discriminated neighborhood power to combat deterioration and market speculation by fostering equitable development for generations to come.
- b. **Vision:** SCLT is a vehicle fighting to sustain and strengthen historically discriminated neighborhoods using a transparent, accountable shared governance model to drive a sustainable, equitable, and empowered Sacramento metro area.
- c. **Values:**
 - i. The Corporation primarily serves "historically discriminated" communities, defined as [First Nations/Native American, Southeast Asian/Pacific Islander, Latinx, Black, Arab/Middle Eastern, refugee, undocumented and documented immigrants, LGBTQIA, low-income, youth, people with disability, people who are housing insecure, people who are formerly incarcerated].
 - ii. Our primary objective is to preserve affordability and community cohesion by preventing displacement. In so doing, we will stabilize residents, expand homeownership, ensure neighborhood control of assets and opportunities, and build shared community wealth.
 - iii. Our secondary objective is to build community power to ensure more equitable development. As much as possible, the Corporation will seek to convene and build the capacity of resident leaders and community groups that seek to influence activities both within and outside of the Corporation's control.
 - iv. The Corporation values smart growth, which means we will try not facilitate sprawl or developments that will negatively impact our environment. We will promote energy conservation, transit-oriented development, and infill as much as possible.
 - v. The Corporation and all members value diversity and inclusion in all we do. Financial limitations will not prevent someone from being a member. All business of the Corporation will adhere to a code of conduct and non-discrimination provision. All activities of the Corporation will be as transparent as possible to ensure accountability to members.
 - vi. The Corporation must prioritize financial sustainability and strategic investments, and not accept money from organizations that contradict our values.

ARTICLE II. Membership

1. MEMBERSHIP.

- a. All residents of Sacramento County are welcome to become a member of the community land trust.
- b. Each member will be registered by zip code.
- c. “Active member” is defined as attending at least one previous meeting, adhering to the “dues” requirement, and maintaining attendance for at least one-half (½) of membership meetings each year.

2. MEETINGS.

- a. At least two membership meetings per year.
- b. Meetings will report on CLT activities, vote on pertinent issues, and present most recent data on communities served, including but limited to:
 - i. CalEnviroScreen
 - ii. Public Health Reports
 - iii. Regional Opportunity Index (UC Davis)
 - iv. Rental and ownership data

3. VOTING.

- a. Active members will vote on their zip code representative on the Advisory Council if more than five (5) residents of that zip code are active members.
- b. All active members will vote on Board of Directors members.

4. DUES.

- a. Members will be required to pay annual dues, as set by the Board of Directors. All reasonable accommodations will be made to ensure financial status does not prohibit residents from starting or maintaining active membership.

ARTICLE III. Advisory Council

1. MEMBERSHIP.

- a. There will be one Advisory Council member for each zip code for which there are at least five (5) active members.
- b. There is no limit to the total number of Advisory Council members.

2. ELECTIONS.

- a. Election of Advisory Council members will happen at a membership meeting that is noticed to all active members at least 30 days in advance.

3. TERMS.

- a. Terms will be two years, with a limit of three (3) terms per representative.
- b. Terms will stagger so more than 60% of the Advisory Council is not up for election at the same time.

4. ELIGIBILITY.

- a. Advisory Council members must be active members, and maintain active membership throughout their term.
- b. Advisory Council members will represent the interest of their members and the Corporation’s values.
 - i. To that end, Advisory Council members will be required to solicit proactive feedback from residents in their zip code to inform their decisions. This outreach must be demonstrated at least one (1) time per

year, and be deemed by members from that Advisory Council member's zip code to be adequately noticed and accessible to residents.

- c. Grievances against Advisory Council members can be lodged by an active member at any time. The Board of Directors will make a final determination, and has the right to remove an Advisory Council member if the determination is that that person violated the mission, vision, or values of the Corporation.
- d. All Advisory Council members will maintain a signed conflict of interest statement, updated at least every year or more frequently as appropriate.

5. VOTING.

- a. The Advisory Council will set the strategic direction of the Board of Directors to ensure the needs of their members are met in accordance to the mission, vision, and values of the Corporation.
- b. As appropriate, a majority vote of the Advisory Council will trigger re-review of a Board decision within two weeks of that decision. If the Advisory Council can reach a majority vote on the item, that decision shall nullify the Board's decision. If the Advisory Council has an alternative action, it should be presented to the Board at the time of the vote to override the Board's action.
- c. As appropriate, the Advisory Council can request a Board decision be brought before the general members before finalized.

6. MEETINGS.

- a. The Advisory Council will hold at minimum quarterly meetings, meaning at least four meetings per year.
- b. A Board representative will be present at all meetings to give an update on Board decisions and pending actions.
- c. The meetings will be publicized to members at least 30 days in advance, and open to members to attend and observe. If appropriate, members can also present comments on agenda items.
 - i. The 30 day notice requirement will be waived if the Council needs to invoke 5b of this section.

ARTICLE IV. Board of Directors

1. MEMBERSHIP.

- a. The Board of Directors shall consist of twelve (12) members.
- b. The twelve (12) members will be broken out as follows:
 - i. Four Lessee Representatives, defined as active members who currently inhabit Corporation properties.
 - ii. Four General Representatives, defined as active members who are not lessees.
 - iii. Four Historically Discriminated Group Representatives, defined as active members that identify with and/or are representatives of historically discriminated groups, as defined.
- c. All members may not run for an elected position while on the Board and within a term of five (5) years from the time of Board service.

2. ELECTIONS.

- a. Directors shall be elected by the Regular Members present and voting at the Annual Meeting, a quorum being assembled, in accordance with the following procedures. A separate vote shall be taken for each of the four categories of Board representatives: (1) Lessee Representatives, (2) General Representatives, and (3) Historically Discriminated Group Representatives. If a person has been nominated in more than one category and is then elected in one category, his or her name shall be removed from the list of nominees in the remaining categories.
- b. Only Lessee Members may vote to elect Lessee Representatives unless no Lessee members are present at the Annual Membership Meeting. If no Lessee members are present, then General Members may vote to elect Lessee Representatives. Each Member qualified to vote for Lessee Representatives may vote for as many nominees in this category as there are Lessee Representative seats to be filled.
- i. Lessee members may nominate Lessee Representatives from to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least ten days prior to the Annual Membership Meeting or be made from the floor at the Annual Meeting.
 - ii. In the event that, at the time when the notice of the Annual Membership Meeting is to be sent out, the number of nominations is less than the number of Lessee Representative seats to be filled, the Board of Directors shall nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled. To achieve this end, the Board may, at any time prior to the sending out of such notice, approve a list of candidates for Lessee Representative to be nominated in such event. In making such nominations, the Board shall select actual Lessees to the extent that they are available to serve on the Board of Directors. Otherwise the Board shall select persons who can reasonably be expected to represent the normal interests and concerns of Lessees.
- c. General Members may vote to elect General Representatives unless no active members are present at the Annual Membership Meeting. If no General Members are present, then Lessee Members may vote to elect General Representatives. Each Member qualified to vote for General Representatives may vote for as many nominees in this category as there are General Representative seats to be filled.
- i. Active members may nominate General Representatives to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least ten days prior to the Annual Meeting or be made from the floor at the Annual Meeting.
 - ii. If, at the time the notice of the Annual Membership Meeting is to be sent out, the number of nominations for General representative is less than the number of General Representative seats to be filled, the Board of Directors shall nominate enough candidates so that the total number of

candidates is sufficient to fill the number of seats to be filled. To achieve this end, the Board may, at any time prior to the sending out of such notice, approve a list of candidates for General Representatives to be nominated in such event.

- d. All persons identifying as and/or representing historically discriminated groups may vote to elect Historically Discriminated Group Representatives. Each person representing historically discriminated groups may vote for as many Historically Discriminated Group Representative nominees as there are public representatives seats to be filled.
- e. In each of the four categories, positions shall be filled by those candidates receiving the largest numbers of votes from active members in the category, though such numbers may constitute less than a majority of the total votes cast in the category.

3. TERMS.

- a. The Lessee Representatives serve a two (2) year term.
- b. The General Representatives serve a two (2) year term.
- c. The Historically Discriminated Group Representatives serve a two (2) year term.
- d. All board members will be limited to three (3) consecutive terms with a minimum of a two (2) year gap before running for election to the board again.

4. REMOVAL FROM BOARD.

- a. Any member, Advisory Council member, or Board member may file a complaint against a Board Member should that individual violate the code of conduct, missions, vision, or values of the Corporation.
- b. If a grievance is filed, the Executive Committee shall review. The Executive Committee is encouraged to interview the person that filed the complaint and to ask for corroborating evidence for the complaint.
- c. The Executive Committee shall bring forward the complaint to a full Board Meeting. Final decision to remove the person as a Board Member will be made by a majority of Board Members.

5. VOTING.

- a. The Board will vote on all matters related to the governance of the Corporation.
- b. All action items must be made available to active members at least two (2) weeks before a vote can take place.
- c. Votes must take place during Board meetings.

6. ELIGIBILITY.

- a. Board candidates must have lived in their zip code for at least one (1) year.
- b. Board candidates must have been an active member for at least one (1) year.
- c. All Board Members will maintain a signed conflict of interest statement, updated at least every year or more frequently as appropriate.
- d. All Board Members will sign a Code of Conduct that aligns with the missions, vision, and values of the Corporation.

7. MEETINGS.

- a. The Board shall meet monthly.
- b. All meetings will be publically noticed at least two (2) weeks in advance.

- c. All meetings will be open for members to attend. Members will be allowed comment on agenda items before a vote is taken.
- d. The Board shall conduct an annual review of the Corporation and the Board, and publicize results to the full membership.
- e. The Board will review these bylaws every five (5) years and update as appropriate or necessary.

8. INCORPORATING BOARD.

- a. For the sake of incorporating the organization, the eligibility requirement of at least one (1) year of active membership will be suspended for one (1) year.
- b. For the sake of incorporating the organization, the membership requirement of at least 1/3 lessee board members will be suspended until at least four (4) properties are acquired and leased.

ARTICLE V: Officers

1. DESIGNATION.

- a. The officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer.
- b. The collective officers of the Corporation shall be referred to as the "Executive Committee" of the Board.

2. ELECTION.

- a. The officers of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board.

3. TERMS.

- a. The officers shall hold office until the next Annual Meeting of the Board after their election, unless, before such time, they resign or are removed from their offices, or unless they resign or are removed from the Board of Directors.

4. REMOVAL FROM OFFICE.

- a. Any member, Advisory Council member, or Board member may file a complaint against a Board Member should that individual violate the code of conduct, missions, vision, or values of the Corporation.
- b. If a grievance is filed, the Executive Committee shall review. If the grievance is against an Executive Committee Member, that individual shall not be present for this meeting. The Executive Committee is encouraged to interview the person that filed the complaint and to ask for corroborating evidence for the complaint.
- c. The Executive Committee shall bring forward the complaint to a full Board Meeting. Final decision can be to remove the officer from their position while keeping them as a Board Member, or removing them as a Board Member entirely. Final decision will be made by a majority of Board Members.

5. *Duties of the President.*

6. *Duties of the Vice-President.*

7. *Duties of the Secretary.*

8. *Duties of the Treasurer.*

ARTICLE VI: STEWARDSHIP OF LAND

1. Principles of Land Use.

a. The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable housing by historically discriminated low-income people. In so doing, the Board shall be guided by the following principles:

- i. The Board shall convey land use rights on terms that will preserve affordable land and housing for future historically discriminated low-income or low and moderate income residents of the community.*
- ii. The Board shall convey land use rights in a manner that will promote that long-term well-being of the community and the long-term health of the environment.*

2. Encumbrance of Land

3. Sale of Land

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