

EXHIBIT C Neighborhood Advisory Committee (NAC) Organizational Conditions

A. Bylaws

1. The Contractor shall provide the most current copy of their Bylaws
2. The Contractor shall comply with its Bylaws, which are to be written to ensure the opportunity for full participation and membership of all residents, organizations and businesses within the SA. In providing information and services, the Contractor may amend its Bylaws and/or Articles of Incorporation, pursuant to the limitations imposed in the next paragraph of this contract or in other parts of this contract, to permit membership and Board representation of SA residents, organizations and businesses.

If the Contractor amends its Bylaws and/or Articles of Incorporation, the Contractor shall provide to the NPC copies of such amendment(s) at least thirty (30) calendar days prior to notification to the membership for approval.

3. At a minimum the Contractor's Bylaws shall:
 - a. Promote citizen participation;
 - b. Encourage the growth of active community support of and involvement in the NAC Program and other community development programs and services sponsored by the Contractor;
 - c. Prohibit dues as a requirement for membership;
 - d. Expand its membership throughout the SA, either directly or through the creation of a NAC Program Subcommittee; and
 - e. Allow the Board of Directors to represent the entire SA.
4. In the event there is a conflict between the Contractors' Bylaws and/or its Articles of Incorporation and this Contract, this Contract's provisions shall prevail.

B. Elections

1. If the Contractor has an Executive Board elected by the community, elections must be held once every two (2) years. Furthermore the Neighborhood Advisory Sub-committees (NAS) must also hold election once every two (2) years.

2. The Board and the NAS shall be responsible for the implementation of this Contract in all fiscal, administrative and programmatic matters. Both elections shall be held by secret ballot of residents of the designated SA and as defined in the Contractor's Bylaws. Board and NAS members may be re-elected in accordance with the Contractor's Bylaws. In addition, current or former employees shall not be permitted to run for the Board or the NAS for one (1) year after termination of employment.
3. No employee of the NAC Program may actively support, endorse or oppose any candidate for election to the Board of Directors or the NAS. However, employees residing in the community are eligible to vote in community elections.
4. The Contractor shall appoint an Election Committee comprised of SA residents to conduct the election of Board and/or NAS members. No member of the Election Committee may become a candidate for the Board or NAS or be appointed to the Board within six (6) months of the election. No NAC Program-related staff shall be appointed to the Election Committee. However, NAC Program staff shall provide staff support to the Election Committee.

The Election Committee shall be charged with the following responsibilities:

- a. Establish procedures for holding the elections in accordance with the Contractor's organizational Bylaws and the requirements of this Contract. The procedures shall be submitted to the NPC for review and approval at least thirty (30) calendar days prior to the planned distribution date in the SA community;
- b. Hold a meeting to receive nominations. If a petition procedure for nominating candidates at large or from neighborhood blocks is used, it shall be publicized in a manner approved by the NPC;
- c. Verify the eligibility of the candidates in accordance with the Contractor's organizational Bylaws;
- d. Notify SA residents and the NPC of all candidates running for office as well as the date, time and location of the election, two (2) weeks prior to its taking place; and
- e. Submit to the NPC a committee report summarizing election results within fourteen (14) calendar days of an election. This submission shall include a list of all Board members and their addresses.

4. The Contractor shall be permitted to maintain election procedures and/or Bylaws which vary from those required by Sections IV.A. and B. above only with written approval of DHCD.
5. If the Contractor's Bylaws allow for the appointment of the Board of Directors, the Contractor must establish a Neighborhood Advisory Subcommittee ("NAS") as follows:
 - a. The Contractor's Board of Directors shall conduct elections, for a minimum of ten (10) members of the NAS, at least once (1) every two (2) years in compliance with the election procedures outlined in Sections IV; A and B. **The Contractor shall amend its organizational by laws to establish the NAS as a subcommittee of the Board of Directors. In the event the NAC Program contract is discontinued, the committee, at the Contractor's option may be disbanded.**
 - b. The NAS shall establish governance procedures that include officers, attendance guidelines, operating procedures, subcommittees, responsibilities and the relationship between the Contractor's Board of Directors and the NAS. The NAS shall be co-chaired by a member of the Contractor's Board of Directors and a member of the NAS, appointed by the NAS membership. The co-chairs shall be responsible for all communications between the Board of Directors and the NAS and shall report the activities of the NAS to the Board of Directors at regularly scheduled Board meetings;
 - c. The ten (10) members of the NAS shall be elected by the designated SA residents who are present at an election for NAS members, in compliance with Section IV.B.;
 - d. The Contractor shall abide by the conditions and obligations related to elections and shall ensure that Contract-mandated procedures are followed in the election of the NAS, and
 - e. The NAS and Contractor's Board of Directors shall seek the approval of SA residents in the decision-making process related to all activities of the NAS and contract mandated activities.