

SAN TOMAS WEST NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I NAME AND BOUNDARIES

The Name of this Association shall be San Tomas West Neighborhood Association, hereafter referred to as STWNA, which is located within the quadrant surrounded by San Tomas Expressway, San Tomas Aquino Road, Payne Avenue, and Campbell Ave; in the cities of San Jose and Campbell.

ARTICLE II PURPOSE

Section 1 (Purpose) The purpose of this neighborhood association is to serve as a vehicle for communication within the STWNA community, between STWNA and the cities of San Jose and Campbell as well as other Neighborhood Associations within the area.

Section 2 (Mission) The mission of this neighborhood association is to establish a communication network within the neighborhood and to establish and act on a set of priorities and actions that will foster and maintain a high quality, safe and friendly living environment.

Section 3 (Goals) The goals for this association will be defined by members of the association at the annual meeting and updated throughout the year as needed.

ARTICLE III MEMBERSHIP

Section 1 (Eligibility) Any person or family representative over the age of eighteen (18) who resides or owns property in the STWNA area shall be eligible for membership.

Section 2 (Membership Contributions) Associate and General members shall be required to pay an annual membership fee, hereafter referred to as dues. Dues shall be set by the Board of Directors with a 2/3 approval vote.

Section 3 (Membership Types) STWNA shall have three (3) distinct types of members: Associate Members, General Members, and Members at large.

- A) Associate Members:** Associate Members are defined as any person who pays dues to the organization and who owns property within the STWNA boundaries yet does not reside within said boundaries. These members are entitled to voice and vote with a maximum of one vote.
- B) General Members:** General members are defined as any person or family representative who pays dues to the organization and who resides within the STWNA boundaries. These members are entitled to voice and vote with a maximum of one vote per household.
- C) Members at Large:** Members at large are defined as any person or family representative who resides within STWNA boundaries. Members at Large are entitled to voice but no vote at all meetings.

Section 4 (Membership Application) Applications for membership will be available online, by newsletter, or at STWNA meetings. Members may be required to show proof of residency or property ownership.

Section 5 (Member Rights) All members have the right to voice and to attend STWNA meetings and events. Associate and General members may participate in STWNA events for free when fees apply.

Section 6 (Voting) Associate and General members' are entitled to voice and vote, with a maximum of one vote per household.

Section 7 (Voting Method) A simple majority vote of the members present and voting rules any agenda item.

Section 8 (Membership Termination) Memberships may be terminated at any time voluntarily by written request. Members may also change membership status by stopping their annual contribution. In these instances, refunds of dues, entire or partial, will not be provided. Extreme circumstances may be considered by the STWNA Board who may, with a unanimous vote of the board, provide membership refunds.

A) Denial or revoked membership: Members may be denied STWNA membership or have their membership revoked by a unanimous vote of the board in instances in which a member is found to be destructive or disruptive to the association by means of excessive debate, verbal or physical abuse of members, consumption of association resources, and/or working to damage or hinder progress on adoptions made by the association.

i. In the event of a revoked membership, membership dues or a portion thereof will be refunded immediately following such a decision.

ii. If the denied or revoked member disagrees with the board's decision, he or she has the right to request the STWNA membership consider overriding the board's decision by means of action at a STWNA meeting.

ARTICLE IV OFFICERS

Section 1 (Composition) The STWNA Executive Board, hereafter referred to as Officers, shall consist of elected members for the offices of President, Vice President, Treasurer and Secretary. The Immediate Past President shall serve at will, to be filled by the out-going President. The President, with the approval of the Board of Directors, shall appoint two Directors at Large to serve a one-year term from January 1 through December 31.

Section 2 (Committees) The STWNA may have two types of committees.

A) Standing committees: Standing committees will have a continuing existence and function. Standing committees may include but are not limited to Membership, Communications, and Fundraising, Audit, Legislative, Nominating, etc.

B) Special committees: Special committees will serve a particular purpose. Special committees may include but are not limited to specific events, specific needs, etc.

C) Committee appointments: Committee chairpersons shall be appointed by the president with approval of the executive board.

i. Committees will follow general STWNA bylaws and code of conduct.

ii. Whereas a quorum for a committee meeting is determined as the majority of the people serving on the committee.

iii. Whereas decisions and recommendations of a committee are determined by a simple majority vote of committee members.

D) Committee solicitation: A list of all STWNA committees will be available online and at STWNA meetings. Any interested parties may request to serve on a committee.

E) Committee reports: Committee reports will be presented at STWNA meetings in a timely manner.

Section 3 (Qualification for Office) A nominee for elected office must be an Associate or General member. It is encouraged that the executive board be comprised of both San Jose and Campbell residents. An Office on the STWNA Executive Board may be filled by either one (1) or two (2) people serving as Co-Officers.

Section 4 (Elections) Officers are elected by the membership at the Annual Meeting by plurality vote. Voting shall be by ballot if there is more than one nominee for each position.

Officers elected to serve terms in EVEN numbered years:
President and Treasurer

Officers elected to serve terms in ODD numbered years:
Vice President and Secretary

Section 5 (Term of Office) Term of office shall be two (2) years and shall begin on January 1. The term of office for the Immediate Past President and Directors at Large shall be one (1) year on January 1. No officer may hold the same position for more than two (2) consecutive terms. Out-going officers shall train their successors and turn over all records in a current condition.

Section 6 (Vacancies) If an officer resigns or becomes ineligible to hold office, the office shall immediately become vacant. If the office of President is vacant, the First Vice-President shall immediately assume the office of President until the expiration of the President's term. For any other vacancy, the President shall immediately appoint an eligible replacement with approval of the executive board.

Section 7 (Removal of Officers) If an officer is found to be malfeasant or nonfeasant in his or her duties, he or she may be removed from office by a two-thirds (2/3) vote of the executive board.

Section 8 (Duties)

A) President: The President shall coordinate all Association activities, plan for and preside at meetings of the Association and of the Board, appoint committees, serve as the spokesperson for the association, and shall have the general powers of supervision and management of the Association.

B) Vice President: The First Vice President shall assume the duties of the President in that officer's absence and perform duties as prescribed by the board or requested by the president. Vice President shall assist the President by overseeing the function of the meetings and perform duties as prescribed by the board or requested by the president.

C) Treasurer: The Treasurer shall be custodian of the Association funds, ensuring that funds are used for the exclusive support of the STWNA mission and goals established by the association. The treasurer will also perform duties prescribed by the board or requested by the president.

D) Secretary: The Secretary shall be responsible for written correspondence of the Association including but not limited to meeting minutes. The Secretary will also perform duties prescribed by the board or requested by the president.

E) Director at Large: Directors at Large shall serve on the board and give input on policy, guest speakers and other agenda items. Directors at Large may or may not choose to serve as committee chairpersons.

F) Committees: Committee Chairpersons shall oversee and report activities pertaining to the nature of their committee. Committees will also perform duties prescribed by the board or requested by the president.

Section 9 (Co-Officers)

In the event that an office is filled by two (2) people in the role of Co-Officers, the duties of that office will be shared accordingly. Each party is eligible to cast a one half (½) vote during executive board meetings. If only one party is present he/she is eligible to cast one (1) full vote during executive board meetings. In the event that one party resigns or becomes ineligible to hold office, the remaining party shall fulfill all duties pertaining to the office until a replacement appointment is made or the end of his or her term.

ARTICLE V MEETINGS

Section 1 (General Meetings) The STWNA shall conduct at least four (4) meetings each year and may call additional meetings as deemed necessary.

Section 2 (Annual Meeting) An annual meeting shall be conducted once a year. The purpose of the Annual Meeting is to set the direction for the following year and shall include elections, goals, priority setting and any necessary legislative action.

Section 3 (Special Meetings) Special Meetings may be called by the majority of the board and or by the written request of ten (10) Associate and/or General Members. In either case, a fifteen (15) day notice shall be provided to all members.

Section 4 (Board Meetings) The executive board shall meet as necessary.

Section 5 (Meeting Minutes) Minutes for each general and annual meeting shall be recorded and made available to association members at the next meeting, on the website and/or by verbal or written request. All other minutes are available by written request.

Section 6 (Meeting Order and Code of Conduct) Meetings will be conducted in an organized, respectful, and structured manner in accordance with these bylaws and Robert's Rules of Order.

- A) **Meeting Quorum:** For a membership meeting, a quorum shall consist of twelve (12) members in good standing and one (1) officer to conduct the business of the STWNA. For a Board meeting a quorum shall consist of two (2) officers
- B) **Agendas:** Meeting agendas will be drafted by the President in collaboration with the Executive Board. For items to be added to the agenda, members must make a request during a prior meeting, by written request prior to a meeting, or within the agenda item titled New Business.
- C) **Meeting Conduct:** The President shall have authority to preserve order at all meetings, to remove or cause the removal of any person from any meeting for disorderly conduct and to enforce the STWNA bylaws as needed.
 - i. Members wishing to speak must be recognized by the chair once prior to speaking and will be afforded the opportunity of one rebuttal.
 - ii. Comments should pertain to the agenda item being discussed and may be limited to three minutes.
 - iii. Differences of perspective amongst members will be welcomed, shown respect, and acted upon or responded to in a dignified manner and with decorum.

ARTICLE VI AMENDMENTS TO THESE BY-LAWS

Section 1 (Proposal of Amendments) Amendments to these Bylaws may be proposed by any STWNA Associate or General member. The association bylaws may be amended at the annual association meeting, by the majority of the Associate and General members present and voting.

Member proposed amendments: The amendment must be submitted in writing to the secretary or president at least sixty (60) days prior to the annual meeting. Bylaw amendment request must include reason for proposed change along with submitting member's name and street.

ARTICLE VII DISSOLUTION

Section 1 (Dissolution) In the event of dissolution of the STWNA, any assets remaining after payment of debt and liabilities shall be given to a 501c3 -4 non-profit community group, as directed by a majority of the Executive Board.

ARTICLE VIII INDEMNIFICATION OF OFFICERS

Section 1 (Indemnification of Officers) Officers and other authorized volunteers, employees or agents shall be indemnified against claims for personal and individual liability arising in connection with their positions or service on behalf of the STWNA to the full extent permitted by law.