

# Easterbrook Neighborhood Association

## **Article I: Name**

The name of this Association shall be Easterbrook Neighborhood Association. It will hereby be referred to as EBNA, and is located in District 1 of the City of San Jose, Santa Clara County in the State of California.

## **Article II: Purpose and Goals**

The mission of the Association is to seek to improve the quality of life in the neighborhood in matter of land use, environmental protection, public services, safety and other matters of neighborhood concern; to promote and participate in the civic life; to establish a communication network within the neighborhood; and to advance the interests of residents in the neighborhood.

## **Article III: Members**

Section 1. General Members will be any person or family representative age 18 or over who would like to join the association and resides on or within the boundaries of the neighborhood association. Any commercial business on or within the boundaries of the association may have one representative as well.

Section 2. Active Members. An Active Member is a General Member whose monetary obligations to the organization are fulfilled and where one member of the household has attended at least one (1) of the last three (3) previous regular organization meetings via sign in.

Section 3. Boundaries. Neighborhood boundaries will be defined as Doyle Rd, Williams Rd, Lawrence Expwy and Saratoga Ave.

Section 4. Voting. For each occupied residential address with active membership within the association boundaries only one vote may be cast. Absentee voting will be permitted only for elections and for amendments of the bylaws. Absentee ballots must be submitted to the Recording Secretary at least twelve (12) hours in advance of the commencement of the meeting, and may be submitted by electronic mail or in person.

Section 5. Annual dues. Membership dues for the next year shall be suggested by the Executive Board, and approved or changed by the voting membership at the any meeting prior to the Annual Meeting. If the amount for dues has not been established prior to the Annual Meeting, dues shall be \$20 per year per household. Dues shall be payable on or before the commencement of the Annual Meeting.

Section 6. Termination. Memberships may be terminated voluntarily:

- a. by resignation. Any member may resign from the organization upon written notice to the Recording Secretary.
- b. by lapsing. An active membership will be considered as lapsed and automatically terminated if such member's dues or other monetary obligations to the association remain unpaid thirty (30) days after they become due. However, the Executive Board may grant an additional thirty (30) days grace period to such delinquent members in exceptional cases.

Section 7. Refund of Dues. Membership dues will not be refunded either wholly or in part for any reason save extreme circumstances as determined by the Executive Board.

Section 8. Written Petitions. Members may submit written petitions to the membership or the Board. All written petitions shall bear the signatures of either ten (10) members, or twenty percent (20%) of the voting membership, whichever is greater.

Section 9. Membership of the Association. The majority of the entire membership shall be defined as the majority of occupied residential addresses that have at least one (1) General Member.

#### **Article IV: Officers**

Section 1. Officers. The organization officers, consisting of the following, shall serve in their respective capacities both with regard to the Association and its meetings and as the Executive Board and its meetings.

- a. President. The President shall coordinate all Association activities, preside at meetings of the Association and the Board, prepare an agenda for each meeting of the Association and the Executive Board, represent the Association on public occasions, and shall have the duties and powers normally applicable to the office of President in addition to those provided for in these bylaws.
- b. Vice President/Membership. The Vice President shall assist the President at the President's request, shall assume the duties of the president in the officer's absence. Be responsible for the educational component of Association meetings and run membership drives.
- c. Treasurer. The Treasurer shall be custodian of the Association funds and shall supervise the handling of funds of any enterprises of the Association. The Treasurer shall assure the keeping of proper financial records and report regularly to the membership; pay budgeted requests as directed by the Board and collect all money due or belonging to the organization and maintain all funds in a bank satisfactory to the Board in the name of the organization.
- d. Recording Secretary. The Recording Secretary shall be responsible for keeping and distributing the minutes. The Recording Secretary shall keep a roll of the members of the organization with applicable information, including attendance at meetings of the general body.
- e. Outreach Officer. The Outreach Officer shall be responsible for editing the newsletter, maintaining the association website, and has the responsibility of correspondence at the direction of the Board.
- f. Parliamentarian. The parliamentarian will be the past president when ever possible. The Parliamentarian will be responsible for the nominating committee for the next board.

Section 2. Officer Requirements. Officers must be Active Members. No member shall hold more than one office at time, and no member shall be eligible to serve more than three (3) consecutive terms in the same office.

Section 3. Term of Office. The term of office for the officers shall be for one (1) year or until their successors are elected; terms shall begin at the close of the Annual Meeting at which they are elected. Officers shall train their successors and turn over all records in a current condition. Any officer having served three consecutive terms must be out of that position for two (2) years before running for that position again.

Section 4. Vacancies. If an officer is impeached, resigns, or becomes ineligible to hold an office, the office shall immediately become vacant. If the office of President is vacant the Vice President shall immediately assume the office of President until the expiration of the President's term of office. For any

other vacancy, the Executive Board shall appoint an eligible Member as a replacement until the expiration of the term of office. The replacement should be voted in by the Board as soon as the Association knows of a vacancy on the Board.

Section 5. Elections. The officers shall be elected at the Annual Meeting, in the order the officers are listed in Section 1. Elections shall be done by ballot, except in the case where there is only one candidate nominated for an office, in which case the chair may declare the candidate elected.

Section 6. Nominations. Nominations for the Officers shall occur at the September Association Core Meeting. The Executive Board will create a Nomination Committee to nominate candidates for the offices to be filled at the Annual Meeting. If a Nomination Committee is created:

- a. The Parliamentarian will lead the nominating committee.
- b. It must consist of at least three (3) General Members. At most one (1) member of the committee can be someone who has served on the Executive Board since the previous Annual Meeting.
- c. Once the first meeting of the Nomination Committee has been held, the membership of the committee cannot be altered by the Executive Board.
- d. The Nomination Committee shall report at the Association one month prior to the Annual Meeting. The Nomination Committee cannot nominate members that have served on the Nomination Committee.
- e. Additional nominations from the floor shall be permitted by General Members at the Annual Meeting.

Section 7. Recall of Officers. Any officer may be recalled for misconduct or dereliction of duty. A Written Petition, stating the reason(s) for recall, shall be filed with the Board. Notice of such a petition shall be mailed to the membership. At the next core meeting at least six (6) days after the mailing, a hearing on the matter will be held and a two-thirds (2/3) vote will be required to sustain the recall.

## **Article V: Meetings**

Section 1. Association Core Meetings. The membership shall meet at least once a Quarter, unless otherwise ordered by the Association. A quorum of the organization is required in order to hold meetings, and shall be defined as 15 people.

Section 2. Annual Meeting. The annual meeting is the meeting at which the officers shall be elected for the ensuing year, and at which other significant business is conducted in accordance with these bylaws. The annual meeting will be held during October of each year.

Section 3. Special Meetings. The President or the Executive Board may call special meetings at any time and shall call a Special meeting upon written request of three (3) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days' notice shall be given.

Section 4. Open Meetings. Any person may attend any Meeting held by the Membership or any subsidiary body, unless the Meeting in question has been designated as a Closed Meeting.

Section 5. Closed Meetings.

- a. The Membership may at any time designate an association meeting or a part of an association meeting to be a Closed Meeting by a two-thirds (2/3) majority vote. Only Active Members may attend a closed association meeting without a special invitation from the membership.

- b. The Executive Board may at any time designate a Board Meeting or part of a Board Meeting to be a Closed Meeting by a majority vote of the Board. Only the members of the Executive Board may attend a closed Board Meeting without a special invitation from the Board.
- c. Only the outcomes and final decisions entered in the minutes of a Closed Meeting are to be discussed outside of that Closed Meeting.

Section 6. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 7. Parliamentary Rights. All Members have the right to participate in debate. The right to make motions and vote is reserved for Active Members.

## **Article VI: Executive Board**

Section 1. Board Composition. The officers of the association shall constitute the Executive Board.

Section 2. Board Duties and Powers. The Executive Board shall have general supervision of the affairs of the Association between its business meetings, make recommendations to the Association, and perform such other duties as are specified in these bylaws. The power necessary for the general management of the organization's affairs shall be entrusted to the Executive Board, except as follows.

- a. The Executive Board shall not distribute more than 10% or \$200 of the organization's funds except as directed by the association.
- b. The Executive Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association, and the Association may countermand any decision of the board by a majority vote, after written petition has been submitted.

Section 3. Board Meetings. The Executive Board shall meet at least every other month. The President may call special meetings of the Board at any time and shall call a Special meeting upon telephone request of three (3) members. In either case, a three (3) day notice for meetings of the Board shall be given. Quorum of all Board meetings shall be a simple majority of the Board members.

## **Article VII: Committees**

Section 1. The Executive Board may appoint standing or special committees to advance the work of the Association as the Executive Board or Association shall direct. Any one who wishes to be involved with EBNA may serve on a committee. The Executive Board shall appoint the chairperson of each committee; the chairperson must be an Active Member. The President shall be ex officio a member of all committees except the Nomination Committee.

Section 2. Any committee appointment may be terminated by the Executive Board upon written notice to the appointee, and the Executive Board may appoint successors to those persons whose services have been terminated.

Section 3. The Recording Secretary shall maintain a record of the membership of all committees.

### **Article VIII: Amendments to these Bylaws**

Section 1. Proposal of Amendments. Amendments to these bylaws may be proposed by the Executive Board or by written petition addressed to the Recording Secretary. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted by the Recording Secretary, with the recommendations of the Board, to the members at the next Association Meeting, except in the case where the petition was delivered to the Recording Secretary less than thirty (30) days before the next scheduled Association Meeting the Executive Board may choose to delay submitting to the membership until the second subsequent Association Meeting.

Section 2. Adoption of Amendments. Proposed amendments to these bylaws may be adopted by a two-thirds (2/3) vote, provided that the amendment was submitted to the membership at the previous Association Meeting.

### **Article IX: Dissolution of Assets**

The property of this association is irrevocably dedicated to community education, prevention, intervention, preservation, maintenance, and enhancement. No part of the Association income shall ever inure to the benefit of any officer or member. Upon dissolution or winding up of the Association, its assets remaining after payment of its debts and liabilities, shall be distributed to a nonprofit fund, a foundation, community group, or a corporation organized exclusively for the purposes and goals established by the Association. The final Executive Board shall make the determination.