

# BAKER WEST NEIGHBORHOOD ASSOCIATION

## BYLAWS

DRAFT: January 23, 2008

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### PREAMBLE

10 The peaceful assembly of people to affect change is a fundamental right guaranteed by the Constitution of the United States of America and the Constitution of the State of California. People may choose to organize themselves as a group for any number of reasons.

15 To the limited extent that such an assembly ("Association") becomes a significant fraction of the larger population from which it derives, and the aims of the Association are not in conflict with those of the population, the Association may assume to speak for, and attempt to represent, that larger population with some legitimacy. Furthermore, an Association's authority to act comes from its members; therefore, without yielding any authority or organizational control, the members of an Association may elect from themselves certain persons to represent, guide, or speak for the whole.

20 These BYLAWS define the aims, rights, and responsibilities of a certain people, residing within a specific neighborhood, organizing in peaceful assembly as an Association.

### ARTICLE 1 -- NAME

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The name of this Association shall be Baker West Neighborhood Association ("Association" or "BWNA") located within the City of San Jose, County of Santa Clara, in the State of California, United States of America.

### ARTICLE 2 -- PURPOSE and GOALS

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**Section 1.** Purpose The purpose of this Association is to be a vehicle for realizing the collective goals of the members as those goals relate to fostering and maintaining a high quality, safe, and friendly living environment.

35 **Section 2.** Goals The goals, and their priorities, for this Association will be defined by majority vote of the membership at the first several BWNA meetings and updated thereafter as needed.

### ARTICLE 3 -- DEFINITIONS

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**Section 1.** Standing Definitions. The terms defined as follows shall be considered standing definitions and will appear Capitalized in these Bylaws:

45 a. Bylaws. The capitalized word Bylaws refers to the BWNA Bylaws, rather than generic bylaws. The bylaws are a set of closely interrelated and customized rules that fundamentally define an organization and its governance. The nature of bylaws establishes a contract between members and defines their rights, duties, and mutual obligations even when a member is not present. What a constitution is to State and Federal government, the bylaws are to the governance of associations.

50 b. Majority. A majority is defined as a number greater than one-half (1/2) of the total.  
A majority vote is defined as a number greater than one-half of the votes actually cast.  
A 2/3 vote is a number equal to or greater than two-thirds (2/3) of the votes actually cast.

- c. The Voting Membership is a number equal to the sum total of Residential Addresses, each having at least one Full Member in Good Standing (see below). Individually, each member of the Voting Membership is considered a Voting Member.
- 5 d. Organization Quorum. A quorum of the organization, defined as a majority of the Voting Membership, is required in order to hold specific critical meetings.
- e. Standard Quorum. Unless otherwise required in these Bylaws, a meeting quorum consisting of Voting Members in Good Standing from 10 separate Residential Addresses, excluding from this count any Board of Directors  
10 members present, suffices to conduct most business.
- f. Written Petitions. All written petitions require the signatures of either ten (10) members, or ten percent (10%) of the Voting Membership, whichever is greater.
- 15 g. Member in Good Standing. A member is in good standing if the Residential Address dues are current, any other personal monetary obligations to the organization are fulfilled, and any member from the same Residential Address has attended at least one (1) other meetings within the last six months. (NOTE: Definition does not take effect until after the 4<sup>th</sup> Core Meeting after the first year's officers have been elected.)
- 20 h. 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, and is described in Article 7, Section 3b of these Bylaws.
- 25 i. Core Meetings. Regular meetings between the Board and the Membership typically prescheduled for an entire year as set forth in Article 7, Section 3a of these Bylaws.
- j. Residential Address. The address of the place (house, building) at which a person lives, typically given by a "house number", "street name", (apartment number, if applicable), "city", "state", and ZIP-code. A post-office box number is not a valid Residential Address, but it may be a USPS mailing address. Enrollment fee, annual dues, event discounts, and membership voting at meeting are tied to the Residential Address, as being "one per."  
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- k. Total Number of Residential Addresses. The total number of Residential Addresses, located within the stated boundaries of the Association, shall be determined using the appropriate Santa Clara County Assessor maps for houses (adjusting the count by removing those buildings known to be office or commercial buildings), and for apartment buildings or complexes the total number of apartment shall be determined from a physical survey, or  
35 by locating data on the Internet for that complex.
- l. Participation Rate. The "Participation Rate" is the calculated percentage of Residential Addresses that have signed up a Voting Member, in comparison to the total number of Residential Addresses within the Association's boundaries. [Example: If the total number of all addresses consists of 381, and the Association has Members in Good Standing from 45 distinct addresses, then the Participation Rate is  $45/381 = 0.118$  or 11.8%.]  
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- m. Mailing/Mailed. A message (the mailing) may be mailed (delivered) by physical means, or electronic means (if member has that capability).  
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- n. Roll Call Vote. A method of voice voting requiring each Voting Member to answer "yes" or "no".
- o. Chair. The word "Chair" defines the presiding person at meetings; this word replaces others such as chairman, chairperson or chairwoman. The proper mode of address for this person is "Mister Chair" or "Madam Chair"; for  
50 elected officers, the title such as "Madam President" or "Mister Vice-President" may be used.

**Section 2.** Provisional Definitions. All terms not previously defined as Standing Definitions shall be defined according to the current edition of MERRIAM-WEBSTER'S COLLEGIATE DICTIONARY.

## **ARTICLE 4 – ASSOCIATION IDENTITY, GOVERNANCE, AND FISCAL POLICY**

### **Section 1.     Independent Entity**

- 5     a. Not-for-Profit:           The BWNA is an independent, not-for-profit organization, and is not affiliated with any commercial, religious, or political entity.
- 10    b. Apolitical:               Neither the Association, nor any member purporting to speak for the Association, shall endorse, or oppose, any candidate for public office, or any political party.
- 15    c. Religious Neutrality.     BWNA shall take no action supporting, or opposing, any religious beliefs or secular convictions.
- 15    d. Privacy.                    Membership rosters of the Association shall not be used, nor made available, for political, commercial, or other activity not directly related to the Association.

### **Section 2.     Organization.**

- 20    a. The BWNA will run in a democratic fashion. No one person will have governing power to act upon or approve any decision without majority vote from the BWNA membership and Board, regardless of the perceived urgency for such action.
- 25    b. The Association is comprised of its membership, elected officers, a Board of Directors, a number of permanent (standing) committees, and various sub-committees and taskforces assigned as needed.
- 25    c. Officers and Board members serve voluntarily without remuneration for their service.

### **Section 3.     Fiscal Policy**

- 30    a. Fiscal/Membership Year.    BWNA’s fiscal and membership year starts on January 1 of each year, the month after the annual election of officers.
- 35    b. Solvency.                    BWNA will operate and always remain on a “pay-as-you-go” funding basis. No member or officer shall, in the Association’s name, obtain a loan or a credit card to finance Association activities; this restriction cannot be overridden by Board action.
- 40    c. Disbursement.            Two Officers, the Treasurer and the President, must sign all checks issued in the Association’s name.
- 40    d. Use of Dues.                Membership dues (fee) shall fund operating expenses only.

## **ARTICLE 5 – BWNA BOUNDARIES**

- 45    The Baker West area includes all homes and apartments that are on/within the following geographic boundaries:
- On the West – homes on the east side of Quito Road, from Bucknall Road to El Paseo de Saratoga property;
  - On the North –the south property line of El Paseo de Saratoga

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  - On the South –houses on the north side of Bucknall Road from Quito Road to the western edge of Baker Elementary School property;
  - On the East – the western edge of Baker Elementary School property from Bucknall Road to Campbell Avenue;

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  - On the Northeast – the two apartments at the corner of Campbell Avenue and Northlawn Drive.

(This area is defined in the Santa Clara County Assessor maps Book 403, Pages 01, 31, and 32.) For association with the merchants at El Paseo de Saratoga, BWNA also includes the El Paseo de Saratoga Shopping Center.

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**ARTICLE 6 – MEMBERSHIP**

**Section 1. Eligibility.** Any adult person or family representative, age 18 or above, who resides or owns property in the Baker West neighborhood shall be eligible for membership, regardless of sex, color, sexual preference, marital status, secular or religious conviction, political persuasion, ethnicity, national origin, or Internet (email) capability or computer skills (or lack thereof). By joining the Association, members yield no rights and privileges afforded by the laws and codes of the city, county, state, or federal government, including the right to privacy, property, and of free speech

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**Section 2. Membership Application and Agreement .**

To join all persons must complete a simple enrollment application and agreement, which states that the person agrees to abide by BWNA’s Bylaws, and pay an enrollment fee. Associate Members pay no fee; Full Members are charged \$10, (\$5 if qualified for the Charter Club), once per Residential Address in lieu of the existing year’s membership dues.

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- a. Every member has the right to receive a copy of the Association Bylaws, and shall be informed of this right upon joining. The Bylaws shall be available upon the BWNA website if a member has this capability, or as a physical copy obtained from the secretary. A copy should be made available if requested by any person expressing interest to join.
- b. Safekeeping of Membership Roster. The roster (contact information) of the membership, if maintained on a computer, shall be protected from hacking or any other unauthorized use to protect the privacy of the membership (Article 4, Section 1d).

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**Section 3. Benefits of Membership**

Members have the right to attend BWNA Core Meetings and events. Full Members in Good Standing have the right to attend BWNA-sponsored events at a discount (one per Residential Address) when a fee applies.

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**Section 4. Membership Types.** There will be three distinct types of member and different dues for each:

- a. Associate Member: Any adult person owning property, but not residing, within the neighborhood boundaries, or any adult person who is a merchant desiring association with BWNA.
- b. Full Member: Any adult person who resides within the neighborhood boundaries.
- c. Members Emeritus. An honorary title, bestowed by the Association upon any member in recognition of distinguished service to the Association, with fully paid dues for life and with all the privileges and rights attributed in these Bylaws to a Full Member. Confirmation to this status requires a 2/3 vote of members present and voting at the Annual Meeting. Subject to passage of these Bylaws, the members of the Founding Team whose initial work started the Association shall automatically become the first Members Emeritus.

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**Section 5. Membership Contribution (Dues)**

Dues shall be used for operating expenses including, but not limited to, meeting room rental, insurance, newsletter publishing, printing costs, website costs, and the like.

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- a. BWNA shall request from all Full Members a membership fee to be paid annually per Residential Address, hereafter referred to as dues. At the Annual Meeting the ExecCom shall recommend the dues for the next fiscal year for majority vote approval or change by the membership. Dues must be paid within 30 days after the Annual Meeting. Dues shall be nominal within, and not exceed, the following range limits:  
Full Member: \$10.00 minimum, \$50.00 maximum. Associate Member: No dues.
- b. Membership dues are not prorated for Residential Addresses joining after the start of the fiscal year, and are not refundable.

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**Section 6. Termination.** Members may voluntarily terminate membership in the Association. When all members at a given Residential Address have terminated, the Residential Address terminates its association with BWNA.

- a. Termination By Resignation: Any member may resign from BWNA upon written notice to the secretary.
- b. Termination By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the payment deadline.
- c. Termination By Moving: All forms of membership automatically terminates when the member permanently moves out of the Association area.

**ARTICLE 7 -- MEETINGS**

**Section 1. Parliamentary Authority:** The rules contained in Robert's Rules of Order, Newly Revised shall govern all meetings in all cases to which they are applicable, in which they are not inconsistent with these Bylaws, and in which they are not inconsistent with any special or Standing Rules adopted by the Association.

**Section 2. Parliamentary Rights:** The right to make motions and to vote is reserved for Full Members in Good Standing. All members have the right to participate in debate. The members as allowed by the parliamentary authority may set a per-person time limit for debate.

**Section 3. BWNA Meetings:** All meetings shall have an agenda distributed prior to the meeting. The president shall act as Chair presiding over all meetings of the membership. In the president's absence, the vice-president may preside but shall relinquish the Chair as soon as the president enters the meeting. At any meeting the Chair may choose any other officer or Full Member and relinquish the chair to that person, who becomes "Chair pro tem" (Chair pro tempore), for the remainder of that meeting only.

- a. Core Meetings. The Boards and the membership shall meet together regularly at times established by vote during the Annual Meeting, unless a meeting is cancelled by the ExecCom one week prior to the scheduled meeting date with notifications sent to the members by the Communication secretary. A Standard Quorum is required to hold a Core Meeting. Failure to achieve the necessary quorum, or the cancellation of the scheduled meeting, requires the president to call a Special Meeting.
- b. Annual Meeting. This December meeting requires an Organization Quorum. If the required quorum is not achieved, the meeting shall immediately adjourn and the current presiding officer (or pro tem) shall call for a Special Meeting to conduct the business of the Annual Meeting. The business of this meeting includes:
  - o year-end summary reports;
  - o election of officers for the coming year;
  - o membership dues for coming year;
  - o establishing the coming year's Meeting Calendar.
- c. Yearly Meeting Calendar. At the Annual Meeting, the membership and newly elected officers present shall by majority vote determine how often and when to meet in the coming year. This calendar, showing the Core Meetings and Annual Meeting, will be published and also posted on the BWNA website.
- d. Special Meetings: The president may call special meetings of the Membership at any time, and shall call a meeting upon request of five members, or as directed by majority vote at a membership meeting, or as required by these Bylaws. A one (1) week notice, mailed to all members, shall be given stating the reason and the quorum required. No other business but that specified in the notice may be transacted at such Special Meeting.
- e. Quorum Check. The Chair is responsible to ensure that all meetings proceed with a sufficient quorum and certify thus to the assembly at the beginning of each (non-social) meeting.
- f. Minutes. Minutes will be taken at each BWNA general meeting and advance copies Mailed to the members for review within two weeks of the meeting. At the following meeting, the members by majority vote

may provide corrections before voting to approve the (corrected) minutes. Should the secretary be absent at a meeting, the Chair shall appoint a secretary pro tem to record the minutes.

- 5 g. Agenda. The agenda for any meetings shall be Mailed to members no later than seven (7) days before the meeting, and shall include any items received by the secretary no later than fourteen (14) days before the meeting. Additional items may be placed on the agenda for consideration during the meeting with the consent of a majority of the members present and voting.

10 **Section 4. Voting** Only Full Members in Good Standing are entitled to vote with a maximum of one vote per Residential Address within the Association boundaries.

- 15 a. Voting Method. Except for the election of officers and as provided otherwise by these Bylaws, voting at meetings shall be as parliamentary authority allows, excluding voting by proxy or mail. For the election of officers secret ballot voting shall be used.
- b. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for the elections of officers.
- 20 c. At all votes by secret ballot the meeting Chair shall, prior to the commencement of balloting, appoint a committee of three to act as "Inspector of Election." At the conclusion of balloting, they shall certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- 25 d. No inspector of election shall be a candidate for office, or on the current Board of Directors, or be personally interested in the question voted upon.

**Section 5. Open Meetings:** Any person may attend any meeting held by the membership or any subsidiary body unless the meeting in question has been designated a Closed Meeting.

30 **Section 6. Closed Meetings:** The membership may at any time designate by a majority vote a meeting or a part of a meeting to be a Closed Meeting. Only Voting Members may attend a closed Association meeting without a special invitation from the Voting Membership. A special invitation may be issued by majority vote of the Voting Membership present and voting. Only the outcomes and final decisions shall be entered in the minutes of a Closed Meeting, or be discussed outside of that Closed Meeting.

35 **Section 7. Basic Code of Conduct** Meetings will be conducted in an organized, respectful, and structured manner in accordance with the parliamentary authority, Standing Rules, and these Bylaws.

- 40 a. Members and the Chair are expected to treat each other with courtesy and respect; work with each other in a cooperative fashion; attack issues not other persons; and abide by the final decision of the majority.
- b. Members wishing to speak must be recognized by the Chair ("given the floor") before speaking except and as allowed by the parliamentary authority.
- 45 c. A member having the floor shall rise, (if physically able to do so), and must address all remarks to the Chair (not other members). Comments should pertain to the agenda item being discussed.
- d. Differences of perspective amongst members should be welcomed, shown respect, and acted upon or responded to in a dignified manner and with decorum.
- 50 e. The Chair shall act with impartiality and fairness, showing favor to no cause and to no one person, and be conversant with basic parliamentary law.
- 55 f. The Chair has the authority to preserve order at all meetings and, as provided by the parliamentary authority, this may include removal of anyone causing a disruption of a meeting, and for repeated offenses the revocation of membership with 2/3 approval of members present and voting at any meeting.

**ARTICLE 8 – ASSOCIATION OFFICERS**

**Section 1. Officers.** The Association’s officers, consisting of the following, shall serve in their respective capacities both with regard to the organization and its meetings and the Board of Directors and its meetings. An officer may not Chair a standing committee unless an exigent condition exists, but may Lead a subcommittee or task force not reporting directly to the Board of Directors. Officers must be, and remain, Full Members in Good Standing.

- a. President. The president shall coordinate all Association activities, preside (as Chair) at meetings of the Association and the Boards, have the general powers of supervision and management of the Association, and have such other duties applicable to the office as prescribed by the parliamentary authority.
- b. Vice-President. The vice president shall assume the duties of the president in the officer’s absence, shall ensure the maintenance of accurate and current records of members, and ensure the security of these records, particularly if such are maintained on an unsecured computer system that could be hacked, and have such other duties applicable to the office as prescribed by the parliamentary authority. The vice-president shall be an automatic member of the Membership Committee.
- c. Secretary. The secretary shall be responsible for keeping the minutes for all Association membership meetings, for producing the agendas for the Association meetings, and acting as the historian. The secretary shall also be responsible for establishing and maintaining a “Record Book,” containing at least the current Bylaws and special rules of the group, which is to be available at all meetings for easy reference. The secretary shall share responsibility with the communication secretary for notification of Association and Board meetings, and have such other duties applicable to the office as prescribed by the parliamentary authority.
- d. Treasurer. The treasurer shall be custodian of the Association funds and shall supervise the handling of funds of any enterprises of the Association and aid in the development of budgets for the Association. The treasurer shall ensure the keeping of proper financial records, including those required for tax purpose, briefly report the Association financial status at each Core Meeting; pay budgeted requests as directed by the Board, making certain that all Association checks have the signature of the treasurer and of the president, collect all money due or belonging to the organization, and in the name of the organization maintain all funds in a bank satisfactory to the Board, and have such other duties applicable to the office as prescribed by the parliamentary authority. The treasurer shall be an automatic member of the Community Relations Committee.
- e. Communications Secretary. The communications secretary (ComSec) shall be the Association’s media contact (spokesperson) at the direction of the Board of Directors. The ComSec shall also be responsible for editing the newsletter, maintaining the Association’s website, aid the secretary to remind members and officers of upcoming meetings, and has the responsibility of external correspondence at the direction of the president. The ComSec shall be an automatic member of the Communications Committee.

**Section 2. Executive Committee** The officers as a group shall comprise the Executive Committee (ExecCom) overseeing certain critical functions of the Association. The president shall be the Chair for this Executive Committee. All officers must be present at all Executive Committee meeting at which decisions are made, and may not vote by proxy or by absentee ballot. ExecCom meeting frequency shall be “at need” by majority vote; meetings need not be face-to-face, but could be by phone, or video, conference. The ExecCom may adopt such procedural rules as it deems necessary to the conduct of its business so long as they do not conflict with any specific provisions of these Bylaws, or by laws or codes external to the Association. The ExecCom shall:

- a. Be responsible for conduct and management of the Association including budgeting and expenditure controls to ensure the fiscal solvency of the Association, ensure the maintenance and preservation of Association records that might be required for an audit, and monitor critical indicators of Association viability;
- b. Prepare a fiscal year budget and submit it to the assembly at any meeting prior to March of that year for approval;
- c. Supervise preparation and maintenance of objectives, policies, procedures, and guidelines for the Association and its activities, commensurate with the Bylaws, for majority approval by the membership at a Core Meeting;

- d. Appoint a special committee to perform an annual financial audit, reporting results at the Annual Meeting;
- e. Appoint any needed ad hoc committees and Chair; appoint Standing Committee's Chair; define the objectives and responsibilities of each Standing Committee, review their action plans and fund their approved activities;
- f. Be subject to the orders of the organization, and none of the ExecCom's acts shall conflict with action taken by the organization or these Bylaws.

**Section 3. Critical Task: Participation Rate Monitoring.**

The Participation Rate is critical to the long-term survival and legitimacy of the Association to represent and speak for the neighborhood. The Participation Rate must be monitored and action taken based on the results.

- a. During the sixth (6th) month of each fiscal year, starting with the second (2nd) year after Bylaws ratification and every year thereafter, the ExecCom shall review membership sign up data for the prior twelve months and calculate the average Participation Rate for the previous twelve months. (Example: Out of a total 381 possible addresses an average of 54.6 addresses showed membership over the last twelve months; the average percentage is thus  $54.6/381 = 0.143$ , or 14.3%)
- b. If that average percentage falls below ten percent (10%), the ExecCom must either, create and implement a plan to increase membership and for the next 12 months monitor the data monthly for improvements, or they shall implement a "Proposal of Disassociation" (Article 12, Section 1), and allow the membership to determine the continued existence of the Association.
- c. If the average falls below 5%, the ExecCom must implement a "Proposal of Disassociation".

**Section 4. Modification of Officer Responsibilities.**

Reassignments of officers' responsibilities, not in conflict with these Bylaws, are within the scope of the ExecCom's authority; such must be in writing and agreeable to the officers affected, and approved by 2/3 majority of the ExecCom.

**Section 5. Officers, General Aspects.**

- a. Term of Office. The term of office shall be for one (1) year or until a successor is elected and assumes office. No officer may hold the same position for more than four (4) terms. Officers shall start their term on the first day of the first month after being elected. Officers shall train their successors and turn over to them all records in a current condition upon leaving office.
- b. Nomination. Nominations from the floor for officers shall be opened at a Core Meeting or Special Meeting immediately preceding the Annual Meeting. A Full Member in Good Standing may run for only one office and must accept or decline upon being nominated. A nomination requires no second (although it may be offered as a sign of membership support), and self-nomination is allowed. Nomination for each office shall be considered closed when no further nominees are forthcoming and at least two warnings of closure have been given.
- c. Nominee's Right to Address Members. After the nomination for each office has been closed, each nominee for that office shall be given the opportunity to address the members for a time up to three minutes. Up to three minutes more will be available for members to question the nominee, with no more than one minute per question and answer.
- d. Elections. Election of officers to serve the following year shall take place at the Annual Meeting. Officers shall be elected, one officer at a time, in the rank order listed in these Bylaws, by majority vote of the members present and voting using secret balloting unless there is only one nominee for office. Only nominated candidates may be written on the ballot; no "write-in" candidate will be counted. Any nominee running unopposed for a given office shall be considered elected without need for a ballot. If more than two nominees are running for the same office, and none receive a clear majority vote, the membership shall vote until one person has obtained a majority. In case of a tie between two nominees, a decision by lot shall be made for any unresolved tie after three ballots.

e. Vacancies. If an officer is recalled, resigns, or becomes ineligible, the office shall immediately become vacant. If the office of president is vacant the vice-president shall immediately assume the duties of president until the expiration of the previous president's term. An eligible member appointed by the ExecCom for the remaining period until the next annual election shall fill any other vacancy on the ExcCom. The appointed officer must be approved by a majority vote of the membership at the next Core Meeting, and will remain in office until the expiration of the original term of office.

f. Recall of Officers. Any officer may be removed from office for misconduct, misuse of funds, or dereliction of duty. The ExecCom by majority vote, or members' Written Petition, may initiate proceedings for a recall. The notice of the intended recall, stating the reason(s) for such, shall be filed with the Secretary. Notice of such action shall be Mailed to the membership. At the next Core Meeting or a Special Meeting called for this purpose, at least six (6) days after the Mailing, a hearing on the matter will be held and a two-thirds (2/3) vote of members present and voting will be required to sustain the recall.

g. Resignation. Any officer may resign from office by providing a written, dated, and signed notice to the secretary. The president receives, and signs for, custody of the departed officer's needful and current records of office until a replacement officer is installed.

**ARTICLE 9 – BOARD OF DIRECTORS**

The officers (ExecCom) and the Chairs, or non-voting designated representatives, from each of the Standing Committees shall constitute the Board of Directors (the Board).

**Section 1. Duties.** The Board of Directors shall:

- a. Establish for themselves written operating procedures, identify responsibilities assigned to each Committee Chair subject to the broad outline provided by these Bylaws, and create written objectives and responsibilities assigned to each Standing Committee.
- b. In a timely manner provide Board recommendations, of both the majority and minority viewpoints, prior to final voting by the membership upon petitions, or motions, submitted at membership meetings that needed referral for committee study and/or Board review;
- c. Be subject to the orders of the organization, and none of the Board's acts shall conflict with action taken by the organization or these Bylaws, and the organization may countermand any decision of the Board by a two-thirds (2/3) vote.

**Section 2. Meetings.**

- a. Meetings. The Board of Directors shall meet at least four (4) times annually at times determined by majority vote. The president may call special Board meetings at any time and shall call a Special Meeting upon request of three (3) Board members. In either case, six (6) days' notice shall be given.
- b. Board of Director Quorum. Three ExecCom members and a majority of the standing committees' Chairs establish a Board quorum. A standing committees' Chair designated representative, not having authority to vote, cannot be counted for purpose of the quorum.
- c. Closed Meeting. The 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 Board may attend a closed Board Meeting without a special invitation (determined by majority vote) from the Board. Only the outcomes and final decisions entered in the minutes of a Closed Meeting are to be discussed outside of that Closed Meeting.
- d. Minutes. Minutes must be kept at each Board of Director meeting. Copies of the previous minutes are to be provided at the following meeting. A record of how every Board member votes must be kept.

## ARTICLE 10 -- COMMITTEES

**Section 1.** Standing Committees The BWNA's Standing Committees have the authority to exercise the management of specific areas of interest to the Association and coordinate their activities with each other through the Board of Directors. The Board may add to the core areas of responsibility and objectives for each Standing Committee noted below. Volunteers usually staff these committees and any member of the Association may serve.

- a. Membership. Members are the power behind, and reason for, the Association. One of the goals of the Membership Committee is to determine the needs and goals of the members, and of potential new members, and make recommendations that would lead to increasing Participation Rate. The committee is charged with maintaining accurate membership records and with keeping the membership database secure and private. The "Street Teams" subcommittee members shall distribute notices and flyers of pending Associate activities and look for opportunities for the Association to better serve members or potential members.
- b. Community Relations. If members are the power of an organization, then funding sources provide the fuel. The Community Relations committee's primary responsibility is to identify local businesses that may wish to become Associate Members, and other organizations that might provide funding or in-kind services to the Association. On an even larger scale, this committee shall coordinate attempts to obtain grants from the city or other governmental sources.
- c. Event Planning. This committee shall determine ways that the Association can have fun, even when working. It shall plan and execute, (subject to any ExecCom funding limitations), in coordination with the other committees (Membership, Safety and Communications), all events sponsored by BWNA. In so doing the committee shall take into consideration the total diversity of the membership.
- d. Community Service. This committee shall identify and explore opportunities, small or large, and venues available for the Association to give back to the community at large, or even to help a neighbor down on his/her luck, including partnering with other neighborhood associations or other service-based organization for activities. Any such activities should be coordinated with the other standing committees.
- e. Safety/Neighborhood Watch. Safety issues including disaster preparedness and crime prevention are usually high on the list of priorities of the membership. This committee, at an on-going basis, shall identify and research issues that affect the safety of the neighborhood and recommend mitigating action plans for consideration to the membership; such action may include the sponsoring of training classes, perhaps in partnership with other neighborhood associations.
- f. Communications. Information dissemination concerning, and about, the BWNA is the primary responsibility of this committee with the target audience being the membership of BWNA, the Associate Members, the media, and the District 1 office. The committee shall also help to coordinate activities with other neighborhood associations.

**Section 2.** Committee Meetings. The frequency of committee meetings is to be agreed upon between the committee and the Board of Directors. A committee is free to develop its own style of operation. However, committees are expected to follow general BWNA rules and code of conduct, and any policies or requirements defined by the ExecCom.

**Section 3.** Committee Chair

- a. Appointment of Committee Chairs. Committee Chairs shall be appointed by a majority vote of the ExecCom, and serve at the pleasure of the ExecCom. A member has the right to decline the appointment. A Chair must be and remain a Full Member in Good Standing, and will become a member of the Board of Directors.
- b. Committee Chair Responsibilities. Each committee Chair is responsible for: recruiting committee members from the general Membership and maintaining an active committee of at least two members in addition to the Chair, developing an action plan to meet the Committee's objectives, requesting funding from the Board

for planned activities, guiding the Committee to meet its action targets, and reporting its activities at the meeting of the Board of Directors in a timely manner. If needed, a Chair may send a designated representative to substitute for the Chair at a Board meeting; the representative has the authority to speak for the Chair but not the power to vote. Each committee Chair will provide a year-end summary report at the Annual Meeting. All Standing Committees Chairs are required to aid in the update of their respective portion of the BWNA website by providing timely information to the communication secretary.

c. Limitation. At no time shall a Chair make any commitments (financial, legal, etc.) on behalf of the BWNA or act as a representative of the BWNA without the express written consent of the ExecCom or as provided by established ExecCom policies covering such activity.

d. Resignation A committee Chair may resign at any time by providing a written, dated, and signed notice to the ExecCom via the secretary

e. Removal from office. Any committee Chair may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors present at a regular meeting or a meeting called for that purpose.

f. Vacancies. A vacancy in any committee Chair may be filled by a majority vote of the ExecCom present at any Board meeting.

**Section 4. Exigent Condition.** A vacancy of a permanent committee Chair that remains unfilled for more than 30 days, despite repeated ExecCom attempts to fill it, is considered an “exigent condition”.

a. The ExecCom shall authorize an officer to act as that committee’s Chair pro tem while the ExecCom shall make every effort possible to find a permanent Chair. The membership shall be informed at the next meeting, but no action of the members is required.

b. The assigned officer has only one vote on the Board of Directors and must select whether to vote the elected office or the appointed Chair’s pro tem office whenever a vote is necessary.

c. The membership shall be informed of any change in the status of this condition.

**Section 5. Special Committees.**

Special (select or ad hoc) committees carry out specific, narrowly defined, short duration functions not covered by a Standing Committee and are created by the ExecCom or by direction of the membership in assembly. By convention, the chair is the first person appointed to the committee by the president.

**ARTICLE 11 – POLICY and POSITION STATEMENT**

**Section 1.** Policy position on issues external to the Association shall be determined:

a. After sufficient debate, by a majority vote of the members present and eligible to vote at a meeting (Core or Special) having an Organization Quorum.

b. On the other hand, in case of great urgency, between membership meetings, by a two-thirds vote of the Board of Directors, subject to Article 9, Section 1c.

**Section 2.** Failure by a Board of Director member to represent this majority view **in a public venue** (outside the Association) shall be considered misconduct. However, when reporting to the membership assembled to vote on Association’s business, restrictions may not be placed upon any member of the Board to truly and accurately report, upon request by the membership, both the Board’s majority and minority viewpoints.

## **ARTICLE 12. DISASSOCIATION and ASSET TRANSFER**

### **Section 1.**     Proposal of Disassociation.

- 5       a. A motion to disassociate BWNA may:
- o be proposed by majority vote of the ExecCom,
  - o or be required by Article 8, Section 3, and taken up by the ExecCom,
  - o or be received by Written Petition addressed to the secretary.
- 10       b. This matter shall be promptly considered by the Board of Directors at a Special Meeting of the Board and must be submitted (within two weeks) to the members by the secretary with the Board's majority recommendations, and be placed on the agenda of the second subsequent Core Meeting, at which time the proposal shall be acted upon provided an Organization Quorum is present.
- 15       c. The Association's Voting Members, having an Organization Quorum present and having debated the proposal, may by roll call vote dissolve the Association and rescind its Bylaws upon two-thirds (2/3) of members present and voting concurring. Should an Organization Quorum not be present, the proposal shall be tabled until a Special Meeting is held having the needed quorum.

20     **Section 2.**     Post-Vote Action.       If the vote fails, no further action is necessary. If the vote passes, the ExecCom must dissolve the Association in an organized manner.

- 25       a. All Association records, not needed for legal or tax purposes, shall be destroyed, including all membership records – papers shredded, computer disks wiped and reformatted.
- b. After the requirements of Article 12, Section 3, have been met, any remaining open (and now empty) Association accounts shall be permanently closed.

30     **Section 3.**     Dissolution of Assets:       No part of the BWNA income shall ever inure to the benefit of any Association member. Assets or property of the BWNA, remaining after payment of debt and liabilities, shall be given to a 501c(3)/(4) non-profit community group, chosen by the ExecCom.

## **ARTICLE 13. – MODE of AMENDING / REVISING BYLAWS**

35     **Section 1.**     Proposal of Amendments.       A majority of the Board of Directors or written request by twenty-five (25) Full Members in Good Standing addressed to the secretary may propose an amendment or revision to these Bylaws. The Bylaws amendment request must include reason or justification for the proposed change(s). The amendments/revisions proposed by such petition shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the secretary. The Board's recommendation, and original proposal, must be placed on the agenda of the next Core Meeting for consideration by the assembly, which may include, but be not limited to: discussion, further modification, or referral to a special committee for further study.

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45     **Section 2.**     Adoption:       With prior notice of the final proposed amended Bylaws having been Mailed, at a meeting having an Organization Quorum, the proposed changes to the Bylaws are considered adopted on a roll call vote if a two-thirds (2/3) of the members present and voting vote in the affirmative. If a suitable quorum is not present, the voting shall be carried over to the next general meeting(s), or a Special Meeting called with proper notice, until a proper quorum of members is present.

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**ARTICLE 14. – INITIAL ADOPTION OF BYLAWS**

Until adopted by a suitable large assembly of members as noted below, this present document “Bylaws – Draft” shall serve as the Interim--Bylaws once placed on the BWNA website and/or distributed to interim-members. The intent of the Bylaws--Draft is to provide some legitimacy to the organizing effort of the “Founding Team” and the needful process that will lead to a final, adopted governing Bylaws for an official BWNA

**Section 1. Organizing Activity**

Before the formal adoption of the bylaws (termed the “interim”), the “Founding Team” shall continue to guide the fledgling association, and interim-membership registration will proceed under their guidance. The “Founding Team” as sponsors have the right to charge nominal dues if they so desire. During this interim, meetings primarily are informational, with little direct interaction of the persons attending other than to offer some questions. The quorum of such a meeting is the number of individuals attending, but the attendees are not engaged in the governance of the meetings.

By posting on its website an abridged version of Robert’s Rules of Order, and by providing notice on its website of the sponsoring of a Bylaws Creation Team to generate the group’s Bylaws, the “Founding Team” has served notice of its desire to move toward a more structured and permanent society.

**Section 2.** The “Founding Team” shall make this Bylaws Draft available at the earliest possible date, by whatever means required, to interim-members. A Special or Core meeting with Standard Quorum is to be called, unless the interim-members by majority vote determine to not hold such a meeting, to allow the interim-membership as a group to review the proposed bylaws before an adoption meeting is held. The Bylaws are in the nature of a contract between members, and contracts should be carefully scrutinized.

**Section 3. Critical Mass (Participation Rate)**

If the intended organization (BWNA) is to have any legitimate claim to represent the neighborhood (as is its desire), a certain number of individuals must have registered as interim-members. Registration may have been by submitting an application and providing name and address of residence or by signing a meeting attendance.

Before the bylaws can be adopted and the formal Association created thereby, a minimum ten percent (10%) of the Residential Addresses contained within the stated boundaries of BWNA must have registered at least one interim-member. The Founding Team is requested to report at each meeting prior to bylaws adoption the number of Residential Addresses registered.

Example: If 381 is the total number of Residential Addresses (single-resident houses plus apartments), then 10% (or more) of that number, or 39 (or more) separate Residential Addresses, must register at last one adult interim-member.

**Section 4. Notification.** Once the participation rate has passed 10%, and the Bylaws-Draft has been placed on the organization website and/or distributed to every registered interim-member, the “Founding Team” shall issue a notice for a meeting to adopt the Bylaws. The notice shall be Mailed to every address within the BWNA boundaries at least two weeks prior to the meeting and shall state the date, place and time as determined by the “Founding Team” for the meeting to adopt, or not, the Bylaws Draft to become the Association’s permanent Bylaws.

**Section 5. Adoption Process.** Robert’s Rules of Order has simplified requirements for the adoption of bylaws by any brand new organization.

a. **Eligible Voter.** An eligible voter is any interim-member previously registered, any adult from a registered Residential Address, and any adult person living within the BWNA boundaries, attending at the Bylaws adoption meeting for the first time and registering by providing name and address.

b. **Quorum.** The quorum for a new organization is the number of individuals who attend.

c. **The Question:** “Shall the ‘Baker West Neighborhood Association Bylaws – Draft’, issue date (mm/dd/yyyy), be adopted as the formal Bylaws of the BWNA? Vote ‘Yes’ to adopt, ‘No’ to not adopt, or ‘Present’ to indicate attendance but abstain from voting.”

- d. Roll-Call Voting. Voting shall be by roll call (by registered Residential Address, not names) of those present, and they shall answer, "YES" (to ratify), or "NO" (not to ratify), or "Present" to abstain from voting, with each Residential Address counted as one vote, except a "Present" shall count as having not voted. Each answer shall be recorded. Anyone arriving late, but before the poll has been declared closed, may vote if that Residential Address is eligible to vote and has not yet registered a vote. Before closing the vote (closing the poll) the Chair shall ask if anyone present still wishes to vote. No one may vote after the Chair has closed the poll.
- e. Verifiable Record. To avoid challenges of miscounting, the roll call process shall provide a verifiable (at the meeting) paper record detailing how each Residential Address voted and the final tallied results. The Bylaws shall become permanent if a majority of the Residential Addresses present and voting (Yes, No) answer "YES". The meeting chair shall announce to the membership the tallied results, and the final outcome: pass, or not pass.
- f. Certified Results. Regardless of the outcome, the voting process has not been completed until the Acting-President certifies the results by signing the paper record; the certified copy will be physically affixed in the minute book to the minutes of that meeting.

If possible, a recess of the meeting should be called upon adoption so as to process the change in membership and perhaps allow the nomination of officers to proceed during the same assembly.

## Section 6. Upon Bylaws Adoption.

- a. The Bylaws take effect **immediately** upon their adoption, as required by the parliamentary authority, and the official BWNA is born. The Members Emeritus, by virtue of the Bylaws' adoption, are the only true members of BWNA at this instant.
- i. The registered interim-members were registered by a pre-Bylaws organization no longer in existence and must be enrolled into the official organization formed by the passage of the Bylaws (Sect. 7 [c]).
  - ii. Any person who participated in the adoption vote and enrolls immediately will be recognized in the permanent BWNA historical records as "Charter Club Members", with reduced enrollment fee of \$5.00 per Residential Address, but this designation otherwise carries no special privilege except to have made BWNA history.
  - iii. Any adult person at a registered Residential Address, registered prior to Bylaws Adoption, may enroll at the Charter Club rate, and be included on the Charter Club Members list, if the person does so before the election of permanent officers.
- b. All former Founding Team acting-officers shall continue in their respective offices as officer pro tem until first-year officers are elected and take office. All Standing Committee Chair appointments made prior to adoption shall be considered "acting" and subject to change or reconfirmation by the elected first year's officers.
- c. Every interim-member including everyone registered at the bylaws meeting may convert their interim-status to a Full Membership (providing Article 6, Section 4 is met) in the Association by enrolling as provided in Article 6, Section 2. The secretary pro tem shall record the names of these persons as "Charter Club Members" on a permanent record sheet, which is to be filed in the historical archive with the original papers of the organization. The treasure pro tem shall collect the discounted enrollment fee per Residential Address and issue receipts.
- d. Article 14 and all its Sections shall be stricken from the Bylaws, the word "Draft" removed from the Bylaw title and page headings substituted by the word "Adopted", the dates changed to show the adoption date, and the adopted Bylaws shall be posted on the website within a week after adoption. The Bylaws Draft copy shall remain on the BWNA website for reference to this Article 14 until the duly elected first-year officers have taken office.
- e. If not held as part of the Bylaws adoption meeting, the nomination meeting (per Article 8, Section 5b through 5d) for first-year officers is to be held within two month after bylaws adoption, unless a majority vote of the enrolled membership agree otherwise; the secretary pro tem shall Mail the notice of a Special or Core Meeting to the Full Members of record. The president pro tem shall Chair this meeting, unless the sense of the membership is to elect another chair pro tem at that meeting. As part of this meeting, a date shall be agreed by majority vote of the

membership for holding a substitute “Annual Meeting” per the Bylaws requirements, excepting the month.

f. For purpose of voting to elect first year’s officers, only the attendance requirement defining “Member in Good Standing” is waived, as no history of attendance is yet available.

g. The officers pro tem shall supervise the preparation of the ballots, and all other details needed for the first official officer election, and other business. This meeting must meet the requirements and conduct the business for “Annual Meeting”, excepting the month, and Article 7, Section 4. The Chair for this meeting shall be the highest-ranking officer pro tem who is not on the ballot. If all officers pro tem are running for first year office, the members present shall by majority vote elect a chair pro tem from the membership, someone not on the ballot and willing to accept the position. Newly elected officers start their term as specified in the Bylaws. Depending upon the date of Bylaws adoption, the length of the “first year” may not be twelve (12) months yet shall be considered a full term.

**Section 7. Adoption Fails:** If the Bylaws are not adopted, the “Founding Team” shall continue their guidance and establish an ad hoc committee of interested member (three minimum, five maximum) to rewrite the “Bylaws – Draft” which will meet the membership’s approval.

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Submitted by the Bylaws Creation Team (members in alphabetic order):

- Bhamidipaty, Ram
- Dunse, John (Team Lead)
- Schumacher, Kurt (BWNA Founding Team, Acting-President)
- Sheftman, David