

BYLAWS
for the
MONTA LOMA NEIGHBORHOOD ASSOCIATION

A 501(c)4 Corporation

Adopted July 2001; revised June 2006; June 2010

Article I. Name

The name of the organization shall be the Monta Loma Neighborhood Association.

Article II. Purpose

The purpose of this nonprofit, nonpartisan, nonreligious association shall be to

- (a) Work with community residents to stimulate and encourage community responsibility;
- (b) Collect and disseminate information of interest to residents;
- (c) Act as a sounding board for the concerns and grievances of residents and as an advocate for their rights, goals, and ideas;
- (d) Coordinate and lend support to other community organizations and activities as appropriate; and
- (e) Promote cultural, civic, social, educational, and recreational activities for the benefit of residents.

Article III. Membership

Membership shall be composed of all residents and nonresident property owners in the community bordered by Rengstorff Avenue, Central Expressway, San Antonio Road, and West Middlefield Avenue within the city of Mountain View, California.

Voting privileges shall be limited to members sixteen or more years of age. Members shall not have proxy or cumulative voting privileges.

In order to raise funds for the costs of the Association's activities, an annual drive may be conducted.

The Membership shall have the right to elect all board members of the Association. Only members shall be eligible to be board members of the Association.

The Membership shall have the sole right, subject to the requirements of a quorum and majority as hereinafter provided to

- (a) Determine the policy of the Association;
- (b) Authorize expenditure of Association funds except as otherwise provided herein;
- (c) Authorize the Association to enter into agreements or arrangements consistent with the purpose of the Association; and
- (d) Modify these Bylaws by two-thirds vote of the Membership voting at the annual election meeting of the Association, following 20 days advance notice.

Article IV. Board of Directors

Section 1. Members of the Board of Directors

There shall be seven members of the Board of Directors (the Board), six of whom shall be officers of the Association. The officers shall consist of President, First Vice President, Second Vice President, Secretary,

Treasurer, and Newsletter Editor. At least one member at large shall be a member of the Board. The Association may also have additional board members as may be determined from time to time by the Board. The Association shall endeavor to maintain an odd number of board members.

Section 2. Qualifications

Only members of the Association shall be eligible to be members of the Board.

Section 3. Nominations for Board Members

A Nominating Committee shall be appointed by the President and approved by the Board. The Nominating Committee shall nominate one or more candidates for each position to be filled. These nominations shall be presented to the Membership at least ten days prior to the annual election meeting of the Association. Additional nominations may be made by the Membership at the annual election meeting.

Section 4. Election of Board Members

An Election Committee shall be appointed by the President and approved by the Board. The Election Committee shall oversee the election and provide for absentee voting, as well as verification of absentee ballots.

Election of all board members shall be held at the annual meeting of the Membership and shall be presided over by the Chairperson of the Election Committee. All board members shall be elected by a majority of the members voting at the annual election meeting of the Association. In the event a candidate does not receive a majority, a second vote shall be held at the election meeting between the two candidates receiving the most votes on the first ballot.

Section 5. Term of Office

All board members shall be elected for a term of twelve months or until successors are duly elected. Each Board will assume office on July 1 and hold office until June 30 of the following year. The first Board will assume office on July 1, 2001, and hold office until June 30, 2002.

Section 6. Duties of the Board

It shall be the duty of the Board to

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all board members, agents, and employees of the Association;
- (c) Supervise all board members, agents, and employees of the Association to ensure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the Association. Notices of meetings mailed, faxed, or emailed to them at such addresses shall be valid notices thereof.

Section 7. Duties of the Board Officers

- (a) President – The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed

from time to time by the Board. The President shall preside at all membership meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such contracts, checks, or other instruments that may from time to time be authorized by the Board.

- (b) First Vice President – The First Vice President shall preside at all board meetings and meetings of the Membership in the absence of the President. In the event of resignation, death, or disability of the President, the First Vice President shall become the President for the unexpired term, or during the duration of the disability.
- (c) Second Vice President – In case of the resignation or disability of both the President and the First Vice President, the Second Vice President shall become President for the unexpired term, or during the duration of the disability. He/she shall be the Association's Parliamentarian.
- (d) Secretary – The Secretary shall keep minutes of the board meetings and general meetings, and shall carry out correspondence as directed by the Board. He/she shall keep a roll of the officers, board members, committee members, and other members. He/she shall gather and preserve records of the Association's activities in an historical album. He/she shall perform all such others duties as may be delegated to him/her by the President, and shall make all the above described records of the Association available to any member upon reasonable request.
- (e) Treasurer – The Treasurer shall be custodian of the Association's funds; shall supervise receipts and expenditures; shall present an annual statement of to the Membership on the financial condition of the organization; and shall prepare and submit any reports required by law.
- (f) Newsletter Editor – The Newsletter Editor shall be responsible for the publication of the Association newsletter.
- (g) At the discretion of the Board, any member may be designated to be a delegate of the Association to all federations, organizations, or conferences of civic groups to which the Association belongs or decides to send representatives.

Section 8. Compensation

Board members shall serve without compensation except that a reasonable fee may be paid to board members for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 9. Vacancies

Vacancies on the Board shall exist (1) on the death, resignation or removal of any board member, and (2) whenever the number of authorized board members is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of board members then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the board members then in office or by a sole remaining board member. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board or until his or her death, resignation, or removal from office.

Section 10. Removal and Resignation

The Board may remove any board member at any time, either with or without cause, as permitted by and in accordance with the laws of the State of California.

Any board member may resign at any time by giving written notice to the Board or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of any board member of the Association.

No board member may resign if the Association would then be left without a duly elected board member or board members in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of California.

Section 11. Nonliability of Board Members

The board members shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 12. Indemnification of Board Members

The board members shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

Section 13. Insurance

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the Association or any member of the Association against liabilities asserted against or incurred by the Association or member in such capacity or arising out of the member's status as such.

Article V. COMMITTEES

Section 1. Executive Committee

The Board may, by a majority vote of its members, designate an Executive Committee consisting of four board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees

The Association shall have such other committees as may from time to time be designated by majority vote of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such

Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI. MEETINGS

Section 1. Meetings of the Association

The annual election meeting of the Membership of the Association shall be held in the spring. General meetings of the Membership shall be held as appropriate. The Board shall provide official notice to the Membership of all general meetings.

Section 2. Meetings of the Board

(a) Notice of Meetings

Unless otherwise provided by the Articles of Incorporation or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- (i) **Regular Meetings.** No notice need be given of any regular meeting of the Board.
- (ii) **Special Meetings.** The Secretary of the Association shall give at least ten days prior notice to each board member of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- (iii) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any board member of this Association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the board member, whether before or after the time of the meeting, shall constitute such notice.

(b) Quorum for Meetings

A quorum shall consist of four members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion that the Board shall entertain at such meeting is a motion to adjourn.

(c) Majority Action as Board Action

Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present is an act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

(d) Conduct of Meetings

Meetings of the Board shall be presided over by the President of the Board, or in his or her absence, by the First Vice President, or in the absence of each of these persons, by the Second Vice President. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Article VII. FINANCES

Section 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by majority vote authorize any board member, agent, or employee of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no board member, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by majority vote of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

Article VIII. ASSOCIATION RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Association Records

The Association shall keep at its principal office

- (a) Minutes of all meetings of board members, of committees of the Board, and of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Membership, if any, of the Association at all reasonable times during office hours.

Section 2. Association Seal

The Board may adopt, use, and alter, an association seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to association instruments, however, shall not affect the validity of any such instrument.

Section 3. Board Members' Inspection Rights

Each board member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association, and shall

have such other rights to inspect the books, records, and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Members' Inspection Rights

Each member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect at any reasonable time the books, records, or minutes of the meetings of the Membership or of the Board or committees of the Board, upon written demand on the Secretary of the Association by the member, for a purpose reasonably related to such person's interests as a member.
- (b) Members shall have such other rights to inspect the books, records, and properties of the Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or made available to the members of this Association, to be so prepared and delivered within the time limits set by law.

Article IX. AMENDMENTS

Section 1. Initiate Amendment of These Bylaws

The majority vote of the Board, or a petition signed by at least ten (10) members may initiate an amendment to these Bylaws.

Section 2. Approval of Amendment

Notice describing the proposed amendment to these Bylaws must be given to the Membership in advance of a general meeting where the proposed amendments are to be voted on by the Membership. A 2/3 majority of the Membership voting at the general meeting must approve the amendment in order to make the change.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these ten pages, as the Bylaws of this corporation.

Dated: _____, President

ADOPTION OF REVISED BYLAWS

We, the undersigned, are all of the board members of this Association, and we consent to, and hereby do, adopt the foregoing Revised Bylaws, consisting of these seven pages, as the Bylaws of this Association.

Dated: _____, _____, President

