

HATHAWAY ~~PARKPART~~ NEIGHBORHOOD ASSOCIATION

~~[DRAFT]~~ BYLAWS

ARTICLE I - Name and Boundaries

The Name of this Association shall be Hathaway Park Neighborhood Association (hereafter referred to as “HPNA”), which is located within the area surrounded by Saratoga Avenue, Prospect Avenue, Campbell Avenue, Hamilton Avenue and San Thomas Aquino Road; in the cities of San Jose and Campbell, County of Santa Clara, State of California.

ARTICLE II - Purpose

Section 1 (Purpose) The purpose of this neighborhood association is to serve as a vehicle for communication within the HPNA community, between HPNA and the ~~City~~ities of San Jose, as well as the adjacent cities of Saratoga and Campbell, ~~and -as well as-~~ other local Neighborhood Associations.

Section 2 (Mission) ~~HPNA’s mission 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 18 who resides or owns property in the HPNA area shall be eligible for membership. Any organization which conducts business, or provides non-profit services, within the HPNA boundaries shall also be eligible for membership.

Section 2 (Membership Types) There will be ~~three~~two distinct types of members: Associate Members, ~~and~~ General Members and Affiliate Members (collectively, “Members”).

Section 3 (Associate Members) Associate Members are defined as any person who owns property within the HPNA boundaries, yet does not reside within said boundaries.

Section 4 (General Members) General Members are defined as any person or family representative who resides within HPNA boundaries.

Section 5 (Affiliate Members) Affiliate Members are defined as: (i) any organization which conducts business from a location within the HPNA boundaries or (ii) operates a community non-

profit organization within the HPNA boundaries, or directly adjacent thereto, which services residents within the HPNA boundaries.

Section 6 (Membership Contributions) HPNA shall request from all Associate and General Members one (1) financial contribution of ~~dues~~Twenty Dollars (\$20.00) annually (~~“per household to be hereafter referred to as “dues.”~~Dues) which shall be used for HPNA expenses including such as, but not limited to: administrative costs, event insurance, newsletters and community dumpsters. Associate and General Members who pay annual dues, and who are not otherwise disqualified, are deemed to be members in good standing (hereinafter, **“Members in Good Standing”**). Dues shall initially be set at Twenty Dollars (\$20.00) per Member, but may be reasonably adjusted, no more than one (1) time per year, at a General Meeting (as defined below), pursuant to a vote. Affiliate Members are encouraged to donate services or merchandise in lieu of Dues.

Section 76 (Voting) Each General Member in Good Standing is entitled to vote, with a maximum of one (1) vote per household. Associate ~~Member Members~~ in Good Standing ~~is are~~ entitled to vote, with a maximum of one (1) vote per property. Affiliate Members are welcome to participate in the discussion of resolutions and motions, but are not entitled to vote.

Section 87 (Voting Method) A simple majority vote of ~~attending~~ Associate and General Member in Good Standing attending a Meeting (as defined within Article 5 below) shall determine the approval or ~~rejection~~ of any regularly proposed motions or regular agenda items, with the exception of Article VI, section 2.

Section 98 (Membership Termination) Members may terminate their membership and/or status as a Member in Good Standing, at any time, voluntarily or automatically by failing to pay their annual contribution. At no time will refunds of dues, entire or partial, be provided. Extreme circumstances may be considered by the HPNA Board.

A) Denial or revocation of Membership: Members may be denied HPNA membership or have their membership revoked for “good cause” 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, excessive consumption of association resources, and/or working to damage or hinder progress on adoptions of resolutions and motions made by the association.

- i. In the event of a revoked membership, membership dues 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 HPNA membership consider overriding the board's decision by means of a vote of at a General Meeting.

ARTICLE IV - Officers

Section 1 (Composition) The HPNA Executive Board shall consist of elected members for the offices of President, First Vice President, Second Vice President, Treasurer, and Secretary.

Section 2 (Committee Chairpersons) Committee chairpersons shall be ~~appointed~~nominated by the Executive Board and /or the President, and approved by the membership. Standing committees may include, but are not limited to: Membership, Community ~~Relations & Community~~ Service, Event Planning, Safety and Communications. Additional committees may be added as deemed necessary by the Association.

Section 3 (Qualification for Office) A nominee for elected office must be a Member in Good Standing.

Section 4 (Elections) Officers for the President, Second Vice President, and Treasurer shall be nominated in ~~November-December~~ and elected by the general membership at the Annual Meeting in ~~January-February~~ on even numbered years. Officers for the First Vice President and Secretary shall be nominated in ~~November-December~~ and elected by the general membership at the Annual Meeting in ~~January-February~~ on odd numbered years.

Section 5 (Term of Office) The term of office shall be two (2) years and shall begin immediately following the election. 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 HPNA records in a current and reasonably organized condition.

Section 6 (Removal of Officers) Any Officer who is found to be malfeasant or grossly negligent in his or her duties, may be removed from office by a two-thirds (2/3) vote of the Executive Board.

Section 7 (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 Board shall immediately appoint an eligible replacement, with membership approval until the expiration of the term of office.

Section 7 (Duties of Officers)

a. **President:** The President shall coordinate all Association activities, plan for and preside at meetings of the Association and the Board, and shall have the general powers of supervision and management of the Association.

b. **First Vice President** The First Vice President shall assume the duties of the President in that officer's absence. The First Vice President shall also work closely with the committee chairpersons to ensure committees and events function properly. Other duties shall be performed as required by the President or Board.

c. **Second Vice President** The Second Vice President shall assist the President by overseeing the function of the meetings and ensuring accordance with Robert's Rules of Order. Other duties shall be performed as required by the President or Board.

d. **Treasurer** The Treasurer shall be custodian of the Association funds and under the direction of the Board shall ensure that funds are used for the exclusive support of the HPNA mission. The Treasurer shall, with Board and Membership collaboration develop a budget, collect, deposit, make payments, oversee all HPNA funds, keep proper financial records, and provide financial reports to the membership and Board regularly. HPNA checks shall be signed

by the Treasurer and by one of the following: President, or if unavailable, by the First Vice President. For tax and association reporting purposes, HPNA's fiscal year shall be deemed to be the calendar year. The Board may require an audit of the financial records at any time. Members may call for an independent audit of the financial records no more than one (1) time per year.

e. **Secretary** The Secretary shall be responsible for recording and archiving minutes of the Association and Board meetings. The Secretary shall also be responsible for the written correspondence of the Association as needed.

f. **Committee Chairpersons** Chairpersons shall coordinate events and functions pertaining to the nature of their committee in conjunction with the overall purpose of HPNA. Chairpersons will collect feedback from the Membership and Board and gather volunteers to help organize events. The Chairpersons shall prepare projections of anticipated expenditures, when appropriate, and obtain approval from the Executive Board prior to the sponsored event. Chairpersons are responsible for reporting committee progress and regular updates to the Membership and Board.

ARTICLE V - Meetings

Section 1 (General Meetings) The Association shall conduct bi-monthly general meetings, including the Annual Meeting. Meetings will be held on the second Tuesday of the appropriate month. Meetings may be changed to avoid scheduling conflicts such as holidays.

Section 2 (Annual Meeting) An annual meeting shall be conducted in February.~~January~~. The purpose the Annual Meeting is (i) to discuss progress made on the goals of the Association, (ii) review the budget of the Association, and (iii) set the direction of the Association for the following year, including, but not limited to holding ~~and shall include~~ elections, revising long-term goals, and priority setting.

Section 3 (Special Meetings) Special Meetings may be called by the majority of the board and or by the request of ten (10) or more association Members in Good Standing. In either case, a seven (7) day notice shall be provided to the members.

Section 4 (Meeting Minutes) Minutes for each meeting shall be recorded and made available to association members at the next meeting and/or by verbal or written request.

Section 5 (Meeting Order and Code of Conduct) Meetings will be conducted in an organized, respectful, and structured manner in accordance with these Bylaws and in accordance with Robert's Rules of Order, unless otherwise agreed upon by the Executive Board.

A) Meeting Quorum: A quorum shall consist of twelve (12) members in good standing and three (3) officers to conduct the business of the HPNA.

B) Agendas: Meeting agendas will be drafted by the President in collaboration with the Executive Board.

i. 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 entitled “New Business.”

C) Meeting Conduct: The President, or officer chairing the Meeting (the “Chair”), 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 HPNA Bylaws as needed.

i. Members wishing to speak must be recognized by the Chair 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 (3) minutes per speaker, once said speaker is recognized by the Chair.

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 By-Laws

Section 1 (Proposal of Amendments) Amendments to the HPNA By~~laws~~Laws may be proposed by the Executive Board or by written petition by twenty-five (25) members of the association addressed to the Secretary. The petition shall list the submitting members’ names and street. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted within sixty (60) days to the members with the recommendations of the Board by the Secretary. The proposed amendments will then be placed on the agenda of ~~the second~~ subsequent Meeting~~regular meeting~~, at which time the proposed amendments shall be acted and/or voted on.

Section 2 (Adoption of Amendments) An affirmation vote of two thirds (2/3) of the total number of the General and Associate Members in Good Standing shall be required to adopt any proposed amendments to the By-Laws.

ARTICLE VII - Dissolution

Section 1 (Dissolution) in the event of dissolution of the HPNA, any assets remaining after payment of debt and liabilities shall be given to a 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 HPNA to the full extent permitted by law.