

# Rosemary Gardens Neighborhood Association

## MISSION STATEMENT

We stand for the preservation, protection, and improvement of our neighborhood. We endeavor to be a resource for our members regarding the well-being of our community.

## Bylaws

### Article I - NAME

The name shall be Rosemary Gardens Neighborhood Association ("Association"). The Association will serve the residential portion of the city of San Jose known as Rosemary Gardens within the following boundaries: To the North- the south side of Sonora Avenue. To the East- the east side of Keoncrest Ave. To the South- the south side of Ferrari Ave. To the West- the west side of San Juan Ave. This area shall be referred to as the neighborhood ("Neighborhood").

### Article II - PURPOSE

The purpose shall be to provide a vehicle for addressing the concerns of the members of the Association. The areas of concern include, but are not limited to: schools, safety, traffic, zoning, assessments, recreation, open space, environment, historical preservation and neighborhood impact. The Association shall serve as a base for communication within the community. The Association is a voluntary organization. The Association shall be non-commercial, non-sectarian and non-partisan.

### Article III - MEMBERSHIP

#### Section 1. Eligibility

- A. Any adult resident or residential property owner of the neighborhood who subscribes to the purpose of the Association shall be eligible for membership.

#### Section 2. Member In Good Standing

- A. A member in good standing is an individual eligible for membership who promotes positive relationships within the community and is current on their annual dues. A single paid membership per residential address will include all adults who reside at that address.

#### Section 3. Voting

- A. Only members in good standing shall have voting privileges.
- B. No more than three (3) votes will be counted from a residential address for any item in a given election. Additional votes will be discarded.
- C. All voting must be in person.

#### Section 4. Dues

- A. Dues to the Association shall be established by the Board of Directors and are due and payable at or after National Night Out (first Tuesday of August).

#### Section 5. Association Meeting

- A. The Association shall meet at least once per year during the month of February for the election of Officers and Directors.

- B. Special meetings may be called by the order of the Board of Directors or the President. Seven (7) days notice shall be given for such meetings.
- C. The quorum for the Association meetings will be the members in attendance or by proxy (except in the case of elections).

## **Article IV - BOARD OF DIRECTORS**

### Section 1. Composition

- A. The Board of Directors ("Board") shall consist of up to nine (9) Directors including four (4) Officers and may include a Youth Representative, all of whom are volunteers and receive no remuneration for their efforts.

### Section 2. Eligibility

- A. Must be an adult member in good standing, residing within the Neighborhood.

### Section 3. Powers and Duties

- A. The Board of Directors shall:
  - Be responsible for the conduct and management of the Association.
  - Appoint ad hoc committees as needed.
  - Budget and approve all expenditures.
  - The Board reserves the right to suspend from office any Board member for just cause upon written notification.

### Section 4. Meetings

- A. The Board shall meet at least four (4) times annually at times designated by the Board. The President may call special meetings at any time and shall call special meetings upon written request of two (2) Board Members. In either case, seven (7) days notice shall be given.
- B. A quorum shall consist of fifty percent (50%) or greater of the Board and, except as otherwise provided by these Bylaws, a majority vote of the Board present will govern.
- C. The Board reserves the right to suspend from office any Board member missing three (3) regularly scheduled board meetings in succession. The Board reserves the right to examine extenuating circumstances and may choose to extend a leave of absence versus removal from the Board.
- D. Time will be allotted for active RGNA members at the beginning of each meeting. Member comments will be limited to three minutes per person and may be extended by the President. Following the member comment period, the meeting will be closed to non-Board members

### Section 5. Limitations

- A. No Board member shall act as an agent of the Association without authorization of the Board. Violation of this section is grounds for immediate expulsion from the Board.

### Section 6. Voting Outside of Meetings

- A. In order to promote the progress of business essential to the Neighborhood, board members may request a vote on items between board meetings. The member shall put forth a motion electronically (email), and request a vote via reply email. Each individual

board member's reply shall stand as vote of record. All other normal voting rules apply. Should one or more board members not have email access, a printed copy of the motion shall be provided to them from the Secretary, who will then record their vote and relay that information back to the other board members.

## Article V - OFFICERS

### Section 1. Composition

A. The officers of the Association will consist of a President, Vice President, Secretary, and Treasurer, all of whom will be members of the Board. All officers are volunteers and receive no remuneration for their efforts.

### Section 2. Term of Office

A. Board members shall be elected by the general membership at a general Association meeting for a term of one year.

### Section 3. Vacancies

A. Vacancies in all offices, except that of the President shall be filled by appointment by the Board for the remaining term of office.

B. A vacancy in the office of the President shall be filled by the Vice President and the vacancy of the Vice President shall be filled by appointment of the Board. If the Vice President is unable to assume the office of the President, then the vacancy shall be filled by appointment by the Board. Both positions are filled for the remaining term of office.

C. The minimum required number of board members is three. The minimum number of represented households is two. In the event these requirements are not met, a special neighborhood meeting shall be held within ninety days. At the special meeting, present Association members will vote to: allow the board to continue to serve outside the stated requirements, elect additional board members, or invoke Board dissolution procedure.

### Section 4. Duties

A. **President:** The President shall coordinate all Association activities, preside at meetings of the Association and the Board, and shall have the general powers of supervision and management of the Association as it pertains to the office and such duties as designated by the Board. With the exception of the Nominating Committee, the President shall be an ex officio member of all other committees and shall be notified of all meetings. Voting powers of the President may be invoked only to break a tie during any meeting of the Board or Neighborhood Association.

B. **Vice President:** The Vice President shall assume the duties of the President in that officer's absence and may be responsible for overseeing and coordinating committees of the Association. Other duties shall be performed as designated by the Board or the President.

C. **Secretary:** The Secretary shall (1) keep minutes of the Association and Board meetings, (2) be responsible for notifying Association members of Association meetings, Board members of Board meetings, and (3) take responsibility of correspondence and communication to the Association at the direction of the President. The Secretary is responsible for the maintenance of, directly or indirectly, all RGNA online presences.

D. **Treasurer:** The Treasurer shall (1) take custody of Association funds, (2) supervise the handling of funds of enterprises of the Association and (3) maintain up-to-date records of the membership. The Treasurer shall assure the keeping of proper financial records, report regularly to the Membership and the Board and pay requests as directed

by the Board. All checks must be signed, or submitted via online banking, by the Treasurer and approved electronically or otherwise by at least one other Officer. Treasurer and approving officer may not be from the same household unless previous neighborhood approval has been granted pursuant to Article V Section 3.

## **Article VI - DIRECTORS**

### Section 1. Composition

A. Directors ("Board Members") shall be elected at an annual Meeting of the Association. All Directors are strictly volunteers and receive no remuneration for their efforts.

B. One of the Board Members may be a Youth Representative between the ages of 13 and 18 with written parental consent. The Youth Representative shall serve as the spokesperson and liaison of the Neighborhood youth. Duties shall include but not be limited to promoting youth activities, organizing fundraisers, and attending meetings as a full Board Member except as stated in these bylaws.

### Section 2. Term of Office

A. The Board members shall be elected for a term of one year.

### Section 3. Vacancies

A. A vacancy in the position of Director may be filled by appointment of the Board for the remaining term of office.

## **Article VII - NOMINATIONS & ELECTIONS**

### Section 1. Nominations

A. Nominations will be accepted from the floor, provided that consent of the nominee has been obtained. Each nominee must be a member in good standing with the exception of the nominations for Youth Representative. Each member in good standing is eligible for nomination to the Board.

### Section 2. Elections

A. The election of the Board members shall be accomplished at the February meeting of the Association.

## **Article VIII - FINANCE**

### Section 1. Fiscal Year

A. The Fiscal year of the Association shall be from January to December.

### Section 2. Dissolution

A. In the event of dissolution of the Association, the Board shall create an exit plan detailing the dispersal of the Association's assets after payment of all indebtedness, obligations, and costs of dissolution. Assets shall be preserved and maintained for a period of one year from time of vote to dissolve. If a new board is elected, existing assets shall be transferred to the stewardship of the new board. If no new board is elected within this time period, funds and assets shall be dispersed according to the exit plan.

### Section 3. Turnover

A. A copy of information vital to the operation of RGNA shall be maintained. Such information includes, but is not limited to, bank account information, web hosting information, and official RGNA email address accounts. This information shall be delivered to the incoming board president at the beginning of each term.

## **Article IX - PARLIAMENTARY PROCEDURE**

### Section 1. Revision

A.

### Section 2. Methods of Order

A. All meetings will be conducted within the guidelines of Robert's Rules of Order.

## **Article X – NEWSLETTER/WEBSITE**

### Section 1. Editor

A. The Directors may appoint one of their members as editor of a newsletter and/or website and for overseeing procurement of advertising.

### Section 2. Subscription/Distribution

A. Newsletters will also be distributed to all neighborhood residents and other interested parties. The Board may determine an annual subscription rate at its discretion. Subscription in this category shall not be construed as membership unless made explicit when membership dues are paid.

### Section 3. Website

A. The Board shall maintain, or cause to be maintained, a publicly accessible online presence with the purpose of furthering the mission and goals of the Association.