Old North Davis Neighborhood Association

For residents of the Old North Davis neighborhood in Davis, California

By-Laws

Revised 2014 By-Laws

Bylaws of the

Old North Davis Neighborhood Association

1. Name -The name of this association is the Old North Davis Neighborhood Association (the Association, or ONDNA). It is an unincorporated association established on June 23, 2002.

2. Objectives

The objectives of this Association shall include:

- To protect and promote the best interests of the Old North Davis neighborhood (the Neighborhood)
- To promote and to strive for the improvement and betterment of public facilities and services in the Neighborhood
- To promote and encourage positive community and civic spirit
- To foster civil communication, good will, and friendship within the Neighborhood
- To cooperate with government officials and with other civic and public organizations for the general welfare of the Neighborhood and the City of Davis

3. Neighborhood Boundaries
The boundaries of the Neighborhood are:

North: The centerline of Seventh Street East: The western boundary of the railroad Right-of-Way

South: The centerline of Fifth Street West: The centerline of B Street

This is the neighborhood identified as “Old North” in the *Davis Downtown and Traditional Neighborhood Design Guidelines* document which gives direction to development, additions, and remodel projects.

4. **Membership and Votes**

4.1. Membership. Membership in the Association shall be open to all Neighborhood residents, landlords, and recognized organizations.

4.2. Votes.

4.2.1 One Member, One Vote. Each Neighborhood resident, landlord, and organization shall have one vote.

4.2.2 One Person, One Vote. No person or organization shall cast more than one vote in an election or other vote.

5. Board of Directors

5.1. Responsibilities. Subject to the provisions and limitation of these Bylaws and applicable law, the Association’s activities and affairs shall be directed and managed by the Board of Directors (hereafter called the Board or the Directors).

5.2. Composition. The Board shall be composed of between four (4) and seven (7) Directors. Four (4) Directors shall be Officers and up to three (3) may be elected At Large.

5.3.Terms of Office. Each of the Directors shall serve a term of one year. The term of each will begin at the time of election at the Annual Meeting and end with the election at the next Annual Meeting

5.4. Qualifications. All Directors shall be members of the Association.

5.5. Vacancy and Replacement.

5.5.1. Vacancies on the Board, or on any committee that may be established, shall be filled in a timely manner by a majority vote of the Board.

5.5.2. By majority vote, the Board shall declare vacant the position of any Director who is absent two consecutive regular meetings without adequate cause.

5.6. Removal. Any Director may be removed from office, with cause, by a unanimous vote of the other Directors attending the meeting.

6. Officers

6.1. Roles. The four officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.

6.2. Duties

6.2.1. President. The President shall coordinate the activities of the Board and of the Association, preside at Association meetings, represent the Association in relations with other organizations, and perform other duties the Board or the Association may assign.

6.2.2. Vice-President. The Vice-President shall perform the duties of the President when the President is absent or is otherwise unable to perform the duties of that office.

6.2.3. Secretary. The Secretary shall issue notices of and keep minutes of all meetings, maintain the correspondence of the Association, and perform other duties the Board may assign.

6.3.4.Treasurer. The Treasurer shall accept donations, have the care and custody of Association funds, and perform other duties the Board may assign.

7. Elections

7.1. Nominations Committee. The Board shall appoint a Nominations Committee of at least three members prior to the Annual Meeting.

7.1.1. The Nominations Committee shall develop a slate of candidates for positions on the Board of Directors.

7.1.2. The Board of Directors shall not appoint more than one of its members to the Nominations Committee.

7.1.3. No person may be nominated for an office who has not previously consented to that nomination.

7. **2. Annual Meeting Election.** Elections for the Board of Directors shall be conducted at the Annual Meeting. In addition to the nominations presented by the Nominations Committee, the floor shall be open to additional nominations to Board positions.

7.3 Single Office. No member of the Association shall occupy more than one Board position at a time.

8. Meetings, events, and notification

8.1. Meetings and Events. Meetings shall be defined as Annual, Regular, and Special. Meetings shall be open to all members of the Association and to the public.

8.1.1 Annual Meeting. The Board shall set the time, date, and place for this meeting (generally held the first Sunday in June). At least twenty-one (21) days notice will be given. The Annual Meeting is for these activities:

- Election of members of the Board The Membership elects a Board for the coming year
- Reports from Incumbent Officers on the state of the Association
- Discussion and votes on Policy and program matters (such as Bylaws), should such actions be necessary in the view of the Board or the Membership
- Other activities determined necessary by the Board or the Membership

8.1.2. Regular Meetings. The Board shall convene at least two Regular Meetings a year.

8.1.3. Special Meetings. In order to deal with urgent matters, Special Meetings may be called by the President or by any three Directors. Special Meetings shall be open to members of the Association and to the public.

8.1.4. Other Events. The Board may announce other events like picnics, holiday dinners, or City of Davis functions such as Neighbors' Night Out.

8.2. **Notification**. For all Association gatherings the following notification requirements apply.

8.2.1. Annual Meeting. Twenty-one (21) days notice of meeting time and place by electronic media, three (3) days by hand-delivered notice and tentative agenda.

8.2.2. Regular Meeting. As early as feasible, but no less than three (3) days advance notice by electronic media.

8.2.3. Special Meeting. As early as feasible, but no less than one (1) day advance notice by electronic media.

8.2.4. Other Events. As early as feasible, but no less than three (3) days advance notice by electronic media.

8.2.5. Hand Delivery. At least twice a year an ONDNA event notice must be delivered to each address in Old North Davis to publicize the Association's existence and promote participation.

8.2.6 Changes to Association Bylaws. Specific language of proposed Bylaw changes must be posted electronically at least twenty-one (21) days in advance of any vote on the changes.

9. Quorums, Majorities, Proxies

9.1. Annual Meeting. A quorum for the Annual Meeting shall be twelve (12) members in good standing. A majority vote at the Annual Meeting shall be a majority of the members present and voting. If no quorum is present at an Annual Meeting, those present may vote to have the current

Board members continue serving until a meeting with a 15-member quorum is held.

9.2. Regular and Special Meetings. A quorum for Regular and Special Meetings shall consist of a majority of the sitting members of the Board. When the Board has a quorum but less than a full Board, actions shall be taken by a majority vote of Board members present.

9.3. Meetings held at Social Events. Regular Meeting quorum and voting rules shall apply.

9.4 Proxies. The Association shall not allow the use of a proxy vote to achieve a quorum and shall not allow proxy votes in elections or in other voting.

10. Committees

10.1Board Sub-committees. The Board may establish sub-committees to carry on the work of the Association.

11. Parliamentary Authority. All meetings shall be conducted under Robert's Rules of Order.

12. Amendments

These Bylaws may be amended by a two-thirds vote of the Board of Directors, by a majority vote of the Membership at an Annual Meeting, or by a majority vote of the Membership in a mail ballot. Twenty-one (21) days notice must be provided to all members prior to a vote to change the bylaws. Such notices shall include any proposed changes to the bylaws.

As Adopted, 6/23/02 Bylaws of the Old North Davis Neighborhood Association

1. Name

The name of this association is the Old North Davis Neighborhood Association (hereafter called the Association). It is an unincorporated association and was established on June 23, 2002. [tentatively proposed]

2. Objectives

The objectives of this Association shall be:

— to protect and promote the best interests of the Old North Davis neighborhood (hereafter called the Neighborhood),

— to promote and to strive for the improvement and betterment of public facilities and services in the Neighborhood,

— to promote and encourage positive community and civic spirit,

— to foster communication, good will, and friendship within the Neighborhood, and,

— to cooperate with government officials and with other civic and public organizations for the general welfare of the Neighborhood and the City of Davis.

3. Neighborhood Boundaries

The boundaries of the Neighborhood are:

North: South side of Seventh Street

South: North side of Fifth Street

East: the railroad tracks

West: East side of B Street

This is the neighborhood identified as the “Old North” in the Davis Downtown and Traditional Neighborhood Design Guidelines (City of Davis, 2001), Part 3: Traditional Residential Neighborhoods, p. 83.

4. Membership, Votes, Dues

4. 1. Membership. Membership in the Association shall be open to all Neighborhood (1) residents, (2) landlords, and (3) business, religious, educational, and other publicly established

4. 2. Votes.

4.2.1. One Member, One Vote. Each Neighborhood resident, landlord, and organization shall have one vote.

4.2.2. One Person, One Vote. No person or organization shall cast more than one vote in an election or other voting.

4. 3. Dues.

4.3.1. The annual dues of each member of the Association shall be determined by the Board of Directors, but shall never exceed the value of the federal minimum wage for one hour of work. At the inception of the Association, the dues will be $5.00.

4.3.2. A dues waiver will be granted to individuals for hardship as determined by that

4.3.3. Nothing in this section shall be construed to prohibit or discourage individuals from contributing more than the minimum specified herein.

4.34 Good Standing. A Member in Good Standing is a member who is not delinquent in dues

5. Board of Directors

5. 1. Responsibilities. Subject to the provisions and limitation of these Bylaws and applicable law, the Association's activities and affairs shall be directed and managed by the Board of Directors (hereafter called the Board or the Directors).

5. 2. Composition. The Board shall be composed of seven (7) Directors. Four (4) Directors shall be Officers and three (3) shall be elected At Large.

5. 3.Terms of Office. Each of the seven Directors shall serve a term of one year. The term of each will begin at the time of election at the Annual Meeting and end with the election at the next Annual Meeting

5. 4. Qualifications. All Directors shall be members of the Association in good standing.

5. 5. Vacancy and Replacement.

5.5.1. Vacancies on the Board, or on any committee that may be established, shall be filled in a timely manner by a majority vote of the Board.

5.5.2. By majority vote, the Board shall declare vacant the position of any Director who is absent two consecutive regular meetings without adequate cause.

5. 6. Removal. Any Director may be removed from office, with or without cause, by a unanimous vote of the other Directors in which all six are voting.

6. Officers

6. 1. Roles. The four officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.

6. 2. Duties

6. 2. 1. President. The President shall coordinate the activities of the Board and of the Association, preside at Association meetings, represent the Association in relations with other organizations, and perform other duties the Board or the Association may

6. 2. 2. Vice-President. The Vice-President shall perform the duties of the President when the President is absent or is otherwise unable to perform the duties of that office.

6. 2. 3. Secretary. The Secretary shall issue notices of and keep minutes of all meetings, maintain the correspondence of the Association, and perform other duties the Board may assign.

6. 3. 4.Treasurer. The Treasurer shall collect membership dues, have the care and custody of Association's funds, and perform other duties the Board may assign.

7. Elections

7. 1. Nominations Committee. With the exception of the first election, which will take place by nominations from the floor at the First Annual Meeting, the Board shall appoint a Nominations Committee of at least three members prior to the Annual Meeting.

7.1.1. The Nominations Committee shall develop a slate of candidates for each of the seven positions on the Board of Directors.

7. 1. 2. The Board of Directors shall not appoint any of its members to the Nominations

7. 1. 3. No person may be nominated for an office who has not previously consented to that nomination.

7. 2. Annual Meeting Election. Elections for the Board of Directors shall be conducted at the Annual Meeting. In addition to the nominations presented by the Nominations Committee, the floor shall be open to additional nominations to all seven Board positions.

7. 3. Single Office. No member of the Association shall occupy more than one Board position at a time.

8. Meetings

8. 1. Annual Meeting. There shall be an Annual Meeting at which:

— there shall be elections for the seven members of the Board,

— the four incumbent Officers shall provide reports on the state of the Association.

— policy and program matters are discussed and voted on, should such actions be necessary in the view of the Board or the assembled Association, and,

— other activities determined by the Board or the Association may occur.

8.1.1. The Board shall set the time, date, and place of the Annual Meeting

8. 2. Regular Meetings. Giving at least thirty (30) days notice (including a proposed agenda) to the Association and to the public, the Board shall convene at least two regular meetings a year.

8. 3. Special Meetings. In order to deal with urgent matters, Special Meetings may be called by the President or by any three Directors. Special Meetings shall be open to members of theAssociation and to the public. Maximum advance notice shall be given to members within the constraints of the Association acting in a timely manner.

9. Quorums, Majorities, Proxies

9. 1. Annual Meeting. A quorum for the Annual Meeting shall be fifteen (15) members in good standing. A majority vote at the Annual Meeting shall be a majority of the members present and voting.

9. 2. Regular and Special Meetings. A quorum for Regular and Special Meetings shall be four(4) members of the Board. When the Board has a quorum but less than seven members present,actions shall be taken by a majority vote of Board members present. (With four present, three isa majority; with five present, three is a majority; with six present, four is a majority.)

9. 3. Proxies. The Association shall not allow the use of a proxy vote to achieve a quorum andshall not allow proxy votes in elections or in other voting.

10. Committees

10. 1. Board Sub-committees. The Board may establish sub-committees of Board members to carry on the work of the Association.

10. 2. Standing Committees. Employing the Amendment process specified in section 12, below, the Board or the Association may establish standing committees.

10. 2. 1. The Board shall appoint the chairs and members of standing committees.

10. 2. 2. The terms of Committee members and chairs shall be one year from the date of appointment by the Board.

10. 2. 3. The Board may extend the expiring term of any chair or member of a Committee by one year.

10. 2. 4. There shall be no limit on the number of times that the Board can extend the expiring term of a committee member by one year.

10. 3. Ad Hoc Committees. The Board may create ad hoc committees and appoint their chairs and members.

10. 3. 1. An Ad hoc committee will disband after completing its task or one year after its

creation, whichever comes first.

10. 3. 2. An Ad hoc committee desiring to continue beyond one year because it has not completed its task may request that the Board extend its life a second year or it may begin the process of amending the Bylaws to become a standing committee.

10. 4. All members of committees shall be members of the Association in good standing.

11. Parliamentary Authority.

All meetings shall be conducted under Robert's Rules of Order.

12. Amendments

These Bylaws may be amended by a unanimous vote of the Board of Directors in which all seven members vote, by a majority vote of the membership at an Annual Meeting, or by a majority vote of the membership in a mail ballot. Thirty (30) days notice must be provided to all members prior to a vote to change the bylaws. Such notices shall include any proposed changes to the bylaws.

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