

Thousand Oaks Neighborhood Association – By-Laws

Board-Approved on 5.16.2018

ARTICLE I – NAME AND BOUNDARY LIMITS

Section 1. Name

The name of this public entity shall be known as the Thousand Oaks Neighborhood Association; herein referred to as TONA.

Section 2. Boundary

The boundary limits shall be consistent with those described by the City of San Jose, Council District 9 within the boundaries of Capitol Expressway to the north, Pearl Avenue to the east, Branham Avenue to the south, and Almaden Expressway to the west.

ARTICLE II – OBJECTIVES

1. To serve as a common body to address, research, communicate and educate on issues important to the Thousand Oaks Neighborhood.
2. To provide a conduit for expressing the needs and desires of the Thousand Oaks Neighborhood on actions of public interest to the City Council office and City departments, and other entities as needed.
3. TONA Board as a whole will not endorse particular candidates for elected offices or appointed positions, but may endorse or propose measures and initiatives which affect the Thousand Oaks Neighborhood and the City Council District. The Thousand Oaks Neighborhood will not endorse particular businesses, but may support sensible economic development in the Thousand Oaks Neighborhood while maintaining a non-commercial, non-sectarian, nonpartisan and nonprofit status.
4. To foster an all-inclusive, broad and diverse membership.

ARTICLE III – MEMBERSHIP, VOTING AND DUES

Section 1. Components of Membership

- a. There shall be two types of TONA General Membership: an Individual Member and an Association/Group Member. Both member types shall collectively make up the TONA General Membership.

- b. An Individual Member can be any resident at least 18 years of age within the Thousand Oaks Neighborhood boundary.
- c. An Association/Group Member can only be an individual duly appointed by TONA's recognized community, business association, or official group (such as youth groups, school districts, religious organizations, etc.) as representative to the TONA.

Section 2. Conditions of Membership

- a. A maximum of one Association/Group Member may be appointed per TONA's recognized community or business association or official group.
- b. All General members must be 18 years of age or older, with the exception of minors appointed as recognized Group/Association Members.

Section 3. Active Membership

- a. General Membership is determined by verification of home and/or business residency.
- b. Each individual may only hold one membership.
- c. Membership designation may not change during a membership year, unless due to change of appointment of an Association/Group Member by their sponsoring organization.

Section 4. Voting Eligibility

- a. Voting eligibility will be limited to individual members who are 18 years of age or older and are current residents or current appointees of a TONA's recognized community or business association or official group.
- b. Each Individual Member shall represent only one vote per motion or election issue.

Section 5. Dues (None)

ARTICLE IV – TONA Board

Section 1. Definition of the TONA Board

- a. The TONA Board shall be elected from the overall active Individual Memberships who are present at the meeting where votes are cast.
- b. The TONA Board shall consist of members as described below, with a total membership in odd number:
 - i. President
 - ii. Vice President (up to two co-vice presidents)

- iii. Secretary (up to two co-secretaries)
 - iv. Treasurer
 - v. July 4th Parade Representative
- c. The TONA Board shall determine the need, and define the duties for additional Board members.
 - d. Any additional Board members shall be chosen from the active Individual Membership and elected by the Individual Membership.
 - e. When a need for new Board members is determined and duties defined, the office and duties shall become part of these by-laws by amendment.
 - f. No member may hold more than one TONA Board seat at one time.
 - g. No person who has been elected to public office shall hold the office of President of the TONA Board. Should the current TONA Board President be elected to public office, the Vice President will take over the Presidency; and the President will take over that Vice President position.

Section 2. Term of Office and Elections

- a. The term for each TONA Board member shall be two years conditional to active voting membership as defined in Article III, Section 3 above.
- b. The TONA Board shall present via TONA's website and any other means, at least 30 calendar days prior to the October general meeting, a slate of TONA Board candidates with a key interest in seeking broad, diverse representation.
- c. Additional nominations and seconds may be made from the floor from any member of the Individual Membership. These nominees shall run as "write-in" candidates.
- d. An election shall be held at the October general meeting as the first order of business. Tally and verification of the eligible votes shall occur immediately after the close of voting.
- e. Elected Board members shall assume their responsibilities immediately upon adjournment of the meeting where the election results are ratified, with the exception of the Treasurer, who will assume responsibilities after that year's audit has been completed and officially accepted.
- f. TONA Board officers shall serve without term limits.
- g. If a Board member's membership becomes inactive, it shall be deemed that the Board seat has been vacated.

Section 3. Duties of the Members of the TONA Board

- a. The TONA Board, by majority vote, shall have the authority to appoint or remove Committee chairs, appoint members to fill out unexpired terms of vacated Board seats, decide agendas for the general membership

meetings and what issues are brought before the membership. The Board shall operate by a simple majority of the Board members present.

b. The President, unless absent, shall preside at all general and Board meetings. The President shall notify all members of meetings and agendas.

c. The Vice President(s) shall assume the duties of the President during the President's absence. If the President's seat becomes vacant, the Vice President(s) shall assume the responsibilities of the President until such time a new President is elected by the vote of the General Membership. The Vice President may be a member of, or chair, any Committee as directed by the Board as a whole. The Vice President(s) will be responsible for all formal communication to the TONA membership or media. Formal communication shall consist of written form, an official website and/or E-mail.

d. The Secretary(ies) shall perform all clerical duties of the organization, including taking roll and keeping minutes of all meetings, tallying votes on all matters that come before the Board/General Membership for decision. The Secretary(ies) will be responsible for all formal communication to the membership

e. The Treasurer shall keep an account of the income and expenditures, and report at each meeting. If the Treasurer's seat becomes vacant, the Board will appoint an interim treasurer until the next election.

f. Members-at-Large may chair Committees for special projects and membership needs. They shall support other Officers as required.

Section 4. Removal Proceedings

a. A Board member may be removed for cause from office by two-thirds (2/3) vote of the active General Membership present at any regularly scheduled General Meeting.

b. Notification to the Board Member must be made at least 30 days, or one General Meeting, prior to the General Membership vote.

c. The Board Member is given an opportunity to, at his or her discretion, provide an explanation for his or her causable action(s) in writing to the General Membership or the Board before the vote for removal.

ARTICLE V – MEETINGS

Section 1. General Membership Meetings

a. General Membership meetings shall be held at least twice a year. The President will communicate meeting agendas to the General Membership at least one full week prior to any scheduled meeting.

- b. The President may call special meetings provided one week's written or e-mail notice and proposed agenda is communicated to the General Membership.
- c. A quorum shall consist of at least four (4) or a majority of the current Board membership, with at least one being the President or Vice-president.

Section 2. Board Meetings

- a. Additional meetings of the Board may be held as determined by any two (2) Board members, provided one week's e-mail notice is given to all Board members.
- b. A quorum shall be considered four (4) Board members or a majority of the current Board membership, consisting of at least two Board members with one being the President or Vice-president.

ARTICLE VI – BANK ACCOUNTS

- 1. All funds, except petty cash, will be kept in a financial institution requiring two Board members' signatures for withdrawal of all expenditures.
- 2. Authorized signatures shall be those of the Treasurer and either the President, Vice- President, or Corresponding Secretary.
- 4. Non-recurring expenditures must be approved by a quorum of the Board (in person or by email).
- 5. The Treasurer may hold a Petty Cash account in an amount not to exceed \$200.00.

ARTICLE VII – RULES OF ORDER

“Robert’s Rules of Order” shall be the parliamentary authority for all matters or procedures not specifically covered by these By-Laws.

ARTICLE VIII – AMENDMENTS

- 1. By-laws amendments may only be presented at a regularly scheduled Board Meeting, and must be approved by a two-thirds (2/3) vote of the Board members present at that meeting. The meeting where there are By-laws amendment agenda item(s) must be announced and proposed By-laws amendments must be provided in writing at least 30 days before a prior regularly scheduled Board Meeting.
- 2. A Temporary Amendment of these By-laws may be enacted by the Board, given all the following:
 - a. The purpose of the Temporary Amendment must be clearly stated in the adopting motion.

- b. The duration of the Temporary Amendment is clearly stated in the motion, but in no case shall be in effect for more than 3 months.
- c. The proposed Temporary Amendment must be placed on the Board agenda or otherwise announced at least 30 days before a prior regularly scheduled Board meeting.
- d. Any proposed Temporary Amendment of these By-Laws must be approved by two-thirds of the total voting Board Membership, regardless of the number of Board Members actually present at the time of the vote.
- e. A Temporary Amendment is one that either temporarily suspends a provision in the existing By-laws, or creates a new provision which has a temporary effect of up to three months.
- f. Any approved Temporary Amendment of these By-Laws must be announced and placed on the agenda of the next regularly scheduled Board Membership meeting for discussion.
- g. Any approved Temporary Amendment of these By-Laws may be overturned by an affirmative vote of two-thirds of the voting Board membership present at any regularly scheduled Board Membership meeting.

ARTICLE IX – DISSOLUTION

Upon the dissolution or winding up of TONA, its assets remaining after payment, or provision for payment, of all debts and liabilities of TONA shall be distributed to a nonprofit fund, foundation or corporation, chosen by the Board, which is organized and operated exclusively for public and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

History

Board-Adopted: May 16, 2018

Amendment _____