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 and was established on June 23, 2002. [tentatively proposed]

2. Objectives

The objectives of this Association shall be: 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, 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 sanctioned? recognized? organizations.

4.2. Votes.

~~4.4.1~~4.2.1 **One Member, One Vote**. Each Neighborhood resident, landlord, and organization shall have one vote.

Option: One household or address gets one vote.

~~4.4.2.~~4.2.2 **One Person, One Vote**. No person or organization shall cast more than one vote in an election or other voting. vote?

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 individual.

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

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

4.3.4 Issue: Can both the residents AND the property owner 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 seven (7) between four (4) and seven (7) Directors. Four (4) Directors shall be Officers and up to three (3) shall may 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 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 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 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 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 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, events, and notification

Note: In the following, to give "Notice" requires a hand-delivery of a flyer to every doorstep. In addition, the Board may use other methods at its discretion, including: door-to-door, email, website, or mail (to taxpayers and/or residents). This is a note and was not intended to become part of the bylaws.

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 are discussed and voted on (such as Bylaws), should such actions be necessary in the view of the Board or the assembled Association Membership
- Other activities determined necessary by the Board or the Membership may occur

8.1.1. The Board shall set the time, date, and place of the Annual Meeting. At least twenty-one (21) days notice will be given.

8.1.2. Regular Meetings. The Board shall convene at least two Regular Meetings a year. Giving aAt least thirty (30) five to seven (5-7) days notice must be given (including a summary of the meeting agenda proposed agenda) to the Association and to the public, t The Board shall convene at least two regular meetings a year. The Association will make the schedule for Regular Meetings in as far advance as possible, and the community is to be made well aware of this schedule.

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. Maximum advance notice shall be given to members within the constraints of the Association acting in a timely manner.

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** Meeting Notice. For all Association gatherings the following notification requirements apply. For the following, twenty-one (21) days notice is required:

- Changes to the by-laws.

- The specific written changes must be distributed twenty-one (21) days in advance.
- Official communications, written or verbal, in which the Association takes an official position on behalf of the community.
- Official communications must include the level of support (for example: the board was in favor 6 to 1).

Any issue, if deemed necessary by a board majority.

8.2.1. Annual Meeting. Twenty-one (21) days notice of meeting time and place by electronic media, at least 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.

NOTE: The Board has discussed surveying members to get their input on the best notification method.

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. 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. READ THIS, PLEASE. IT IS MY ADDITION.

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

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.

9.5. Absentee Voting. The Association shall allow an absentee vote for voting in the annual election or for any other purpose as determined by a majority of the board. This section was added in 2004, but I think this should be struck. We have no ability to verify official (registered to vote?) addresses or property ownership. Are absentees to be counted to achieve a quorum? Who presents the absentee vote? Do they also speak for the absent voter during discussions? This notion is just too open-ended. If we have never used it in 12 years, we don't need it. ST.

10. Committees

10. 1. Board Sub-committees. The Board may establish standing or ad-hoc 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 majority? two-thirds? vote of the Board of Directors in which all seven Board 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~~ Twenty-one (21~~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. I still believe 21 days notice is too long a time to have the specific details locked down, but is appropriate for an electronic announcement of the meeting date, place, and time and the notification that the Board may discuss amending the bylaws.