

## Cottle to Lean Neighborhood Association

## Bylaws

## Article I - Name

The name of this Association is the Cottle to Lean Neighborhood Association. CLNA can be used as an abbreviation.

## Article II - Purpose

The specific purpose of CLNA is to promote the social welfare of the community, within the meaning of Revenue and Taxation Code Section 237011 and described by the geographic boundaries identified under Article III. CLNA objectives are to encourage community involvement and provide a means for needs to be addressed.

## Article III - Membership

The Organization is a nonprofit, public benefit organization and is not organized for the private gain of any person. Members reside in the San Jose neighborhood within and along a specific boundary identified by the following streets: Herlong Avenue to Lean Avenue; East side of Lean Avenue to Blossom Hill Road; South side of Blossom Hill Road to Beswick Drive; West side of Beswick Drive to Herlong Avenue.

## Article IV - Officers

CLNA Officers consist of a president, vice-president, secretary, treasurer, as well as selected chairpersons of standing committees such as the Marketing Committee, Chair. These officers constitute the Association Board (the Board) which will determine the need and define the duties for additional officers. A simple majority of the Board is needed to approve new offices. Upon approval the Bylaws will be amended to include that new office if it increases the Board membership. The Board can be 2-7 members.

1. Term of Office

The term for Officers of the Association will be 1 year. It is desirable to have a portion of the Association Board retire in alternating years. Nominations for positions are submitted to the Board for consideration at least 1 month before expiration of the term of office. A nomination to fill a vacancy is submitted by a current Board member at the next regularly scheduled Board meeting. Officers will assume their responsibilities after approval of their nomination or at the end of an incumbent's term. A resignation of any CLNA position is submitted to the Association Board in writing.

2. Duties of Officers

All Officers are expected to attend most Association Board meetings. Consideration will be given to position-sharing where that is in the best interest of CLNA. The roles and responsibilities of each office are further detailed in a separate document by that name. Each Association Board member has one vote. Under special circumstances the functions described below will be shared and be described as the Executive Committee of the CLNA Board.

2-A. President - It is generally the responsibility of the President to preside at all meetings. In the absence of the President, another Officer will preside if the Vice-President is unavailable. The President or designated officer shall appoint or remove committee chair people after consideration by the Association Board. The President or designated officer will submit nominations to fill vacant offices for approval by the Board at its earliest regular meeting. The President or presiding officer will vote only in the case of a tie.

2-B. Vice-President - It is the responsibility of the Vice-President to assume the duties of the President if absent. Should the office of the President become vacant, the Association Board can approve the nomination of a replacement to fill the unexpired term.

2-C. Secretary - It is the responsibility of the Secretary to keep minutes of all meetings and other Association documents.

2-D. Treasurer - It is the responsibility of the Treasurer to keep an accounting of the income and expenditures of CLNA. The Treasurer will prepare a report of financial status when requested by the Association Board. Association finances are available for audit with advance notice.

2-E. Other Board Members - Generally the Association will accomplish its objectives through committees. Special Project Committees will be approved by the Association Board and exist for a specified duration. A Standing Committee of long duration may become a permanent committee and if approved, the Chairperson can be invited to join the Association Board.

#### Article V - Meetings

CLNA Board Meetings will be held monthly. A quorum shall consist of a minimum of two officers or half of the Association Board, whichever is greater. Guests may attend the meetings by invitation of the Board.

CLNA Community Meetings will be held at least eight times per year. Community meetings are open to members, and invited guests.

#### Article VI - Code of Conduct

1. Non-Participation in Campaigns - CLNA does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office; or any upcoming ballot issue.

2. Privacy - CLNA will collect membership information only for the purpose of its communication and internal business requirements. Such information will be confidential. A member's personal information will not be released without consent of that member except when required by law.

3. Representing CLNA - Members may state that they are a member of CLNA. However, a member, including a committee chairperson or any Officer, may only represent CLNA as a spokesperson if approved by the Association Board in advance. Representation includes making statements or otherwise implying a specific position or agreement.

CLNA is not prepared to take a position on a substantive issue or concern. This will require unanimous action by the membership.

4. Conflict of Interest - A Board member must disclose any existing or potential conflict of interest to the Association Board. This conflict may relate to an item under discussion or future project. Generally the remedy will restrict the right to vote when such conflict of interest exists.

5. Sensitive Information - A Board member is required to treat information not generally known by the public as confidential. When verified in reliable news sources such information can be discussed publicly.

#### Article VII - Finances

Banking - CLNA is required to deposit its cash in a bank account at a recognized financial institution.

Funding - As a volunteer organization CLNA seeks funding from a variety of sources including donations and grant awards. Special projects will also be undertaken.

Books & Records - CLNA maintains accounts of all revenues and expenditures. An annual audit will be performed to ensure proper accounting practices.

#### Article VIII - Amendments

Amendments to Association bylaws will be presented at a CLNA Board meeting for consideration. Amendments are approved by a simple majority of the Association Board.

#### Article IX - Dedication, Dismissal and Dissolution

1. Dedication - The property of CLNA is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or private person.

2. Dismissal - A meeting of the Association Board is required to review actions of an officer of the Association. A consensus of all the Association Board is required to censure or terminate the individual.

3. Dissolution - When the CLNA Board unanimously elects to dissolve the Association, it will pay all obligations. Specifically, upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all the debts and liabilities of CLNA, shall be distributed to one or more entities organized and operated exclusively for social welfare purposes. Such entity must have established its tax-exempt status under Internal Revenue Code Section 501 (c)(4) and can be: a nonprofit fund, a foundation, or a corporation.

Approved this day of \_\_\_\_\_, 2019

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Signature                      Print Name                      Position

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Signature                      Print Name                      Position