

Bylaws of the Willard Neighborhood Association (to be revised 4/2/08)

Additions are identified by underlined text and deletions by ~~strikeout~~ text.

1. **Name.** These bylaws set forth the structure of a community organization to be known as the Willard Neighborhood Association ("WNA" or "the association").
2. **Area boundaries.** The Willard Neighborhood ("neighborhood") is considered to be all area in Berkeley CA bounded by the "inside" block faces of College, Telegraph, Ashby, and Dwight.
3. **Purpose.** General purposes of WNA are to strengthen community, to promote safety and quality of life, and to facilitate neighbors' pursuit of other common interests. Means for doing so shall include:
 - Monitoring, distributing information, and encouraging discussion about neighborhood conditions;
 - Providing a forum for identifying issues of common interest, airing various points of view on them, and developing options to solve problems;
 - Serving as a neighborhood voice and recognized channel of communication with City staff, elected officials, and other institutions and groups impacting the neighborhood; and
 - Encouraging neighbor awareness of and participation in local electoral processes (though not endorsing any candidates).
4. **Membership.** All persons age 18 and older who reside, own real property, or operate a business or not-for-profit organization located within boundaries (one person per organization) are eligible to be members. Membership is established by informing the WNA secretary of name, address, phone number, and e-mail address (if any). No dues are required for membership, but voluntary dues and contributions may be requested as needed to cover specific expenses. Each member shall have the right to run for office, serve on committees, and cast one vote on all issues that come before the association.
5. **Steering Committee.** WNA Steering Committee shall consist of a minimum of 7 to 14 persons, consisting of all officers and ~~directors~~ members. All ~~directors~~ Steering Committee members shall be elected for a one-year term by majority vote of members present at an annual meeting. None, however, may be elected with less than 10 percent of votes available from members present. A person may serve no more than five (5) consecutive terms as a ~~director~~ Steering Committee member.

Duties: Steering Committee members shall contribute to the agenda, form and sit on sub-committees dealing with issues of interest to WNA and take part in WNA activities and events, approximately 4-5 hours per month.

Removal of members. A director Steering Committee member may be removed during their term of office by a 2/3 majority vote of the general membership.

After two consecutive absences at the duly noticed WNA Steering Committee meetings, the ~~board~~ Steering Committee may vote to remove a Steering Committee member by a majority vote (if a quorum is present).

Addition of members: A new Steering Committee member may be added by a majority vote of the full Steering Committee once they have attended three Steering Committee meetings. Their term shall expire at the next General Membership meeting and a partial term of seven months or less shall not be counted when determining their service on the SC.

Other Committees: A WNA committee focusing on a particular issue or task may be established by majority vote of the Steering Committee, either on request from an association member or on its own initiative. The Steering Committee will appoint the chair of sub-committees.

6. **Officers.** The officers shall be: President, Vice President, Secretary and Treasurer. These officers, along with an at large member will form the Executive Committee. All officers and the at large member of the EC shall be elected for a one-year term by majority vote of the SC at the first meeting after the annual general meeting. A person may serve no more than two (2) consecutive terms in a given office. The officers and responsibilities of the officers shall be:

- President – convenes and chairs all membership meetings; develops and distributes the agenda for all meetings in consultation with the EC and with input from the SC; reviews and distributes to SC documents pertinent to issues on the agenda; officially represent positions passed by WNA or WNA SC to external parties; appoint committee chairs.
- Vice President -- supports and acts in place of President or Secretary as needed, edits monthly WNA newsletter for email distribution, posts newsletter and other documents to the WNA web site with the approval of the EC.
- Secretary -- publicizes Steering Committee and General membership meetings in advance; records and distributes meeting minutes to the Steering Committee within one week of meetings; maintains membership list.
- Treasurer -- (may be same person as Secretary or Vice President) – safe-keep, disburse, and account for any funds received from members or other parties to support WNA activity.

Removal of Officers. An officer may be removed during their term of office by a 2/3 majority vote of the general membership or by a 2/3 vote of the full Steering Committee.

Replacement of officers: An officer who has resigned, or been removed, shall be replaced by a majority vote of the full Steering Committee remaining within 60 days of their resignation or removal. Their term shall expire at the next General Membership meeting and the partial term shall not be counted when determining their service as an officer.

7. **Meetings.** A minimum of one General Membership meeting shall be held every year. The President shall develop the meeting agenda in consultation with the Executive Committee and with advice from the Steering Committee and any other WNA members who offer it. Additional meetings may be called as warranted. The Secretary shall announce all general meetings as early as possible, in no case with less than 48-hours notice.

The Steering Committee shall meet quarterly, or more frequently, ~~in an open meeting~~. The Secretary shall publicize the schedule. ~~The Secretary shall publicize the schedule and tentative agenda of SC meetings sufficiently in advance for~~ The President shall distribute draft agendas to the full Steering Committee and the Vice President will post them on the WNA website at least 72 hours before the scheduled meeting in order for all members to suggest additional topics or request to participate time on the agenda.

All WNA and WNA SC meetings will be held in locations readily accessible to the public and are open to all WNA members.

Items not on the final agenda may be added to the agenda by a majority vote of the Steering Committee present and may be acted upon by the Steering Committee if a quorum is present.

8. **Voting.** Decisions taken at WNA general meetings may be made by a simple majority vote of members present. Results of votes that are taken to determine the balance of opinion within WNA shall be reported as proportions favoring each option considered.

The Steering Committee may take action in its name on all items except ballot initiatives in two different ways: 1) at its meetings by a majority vote of those present only if a quorum of 50% or more of current Steering Committee members are present or 2) by email, by a majority vote of all current Steering Committee members (or telephone if e-mail is not available) but only if a quorum of 60% or more of current Steering Committee members respond, and only on issues where action must be taken before the next regular Steering Committee meeting and on issues that have had significant discussion at prior WNA Steering Committee meetings.

Once an action has been taken by majority vote at a regular meeting, details regarding the implementation of the action, such as final wording of letters approved in draft form, or letters approved in conceptual form, shall be approved by a majority vote of all current Steering Committee members conducted by e-mail (or telephone if e-mail is not available) but only if a quorum of 60% or more of current Steering Committee members respond.

No SC member may vote by proxy either at a SC meeting or during an email/phone vote.

The SC will e-mail to the WNA membership, and/or post on the WNA website a notice of all actions taken within a reasonable time.

9. **Endorsement of Ballot Initiatives.** A 2/3 majority vote of the full WNA Steering Committee is required for the Steering Committee to endorse a ballot initiative. Any such endorsement will expire after 90 days unless it is ratified by a 60% majority vote of the members present at a General Membership meeting.

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10. **Endorsement of Candidates.** The Willard Neighborhood Association will not endorse candidates running for elective office.

11. **Dues.** Association dues shall be set by the WNA Steering Committee from time to time in order to cover recurring expenses of the Association and to create a fund to cover the cost of special projects. Inability to pay the dues shall in no way limit the rights of a member of the Association. Dues will be charged at a rate of \$10 per calendar year to defray the cost of expenses. No dues may be charged until the establishment of a bank account and fiduciary procedures. Members citing financial hardship are not required to pay dues.

12. **Communications.** Information about WNA activities shall be disseminated regularly to members as well as prospective members by way of an electronic WNA Newsletter. The Newsletter will be edited by the Vice President (or his designee) with the topics to be covered discussed with the other officers. Steering Committee members with knowledge or interest in a topic will be encouraged to submit material for inclusion in the newsletter.

Time and cost permitting, the Steering Committee may distribute a hard copy of the WNA Newsletter, event leaflets and meeting notices throughout neighborhood to encourage participation and new membership.

Most communication between Steering Committee members and with the general membership shall be by electronic mail. Meeting minutes and other documents pertinent to members shall be sent be by email and posted to the WNA website and a timely email will sent be to the members with the a description of documents posted along with their url on the WNA website.

Contact information for all members except those serving on the Steering Committee shall be kept confidential. All email communication with WNA members will be by use of bcc except where a member has initiated communication on a specific item or issue before the Association or Steering Committee.

When expressing a position taken by a vote of the WNA Steering Committee or the WNA, WNA Steering Committee members may use their title as an officer or member of the Steering Committee when speaking publicly or in correspondence. The position may be expressed on behalf of the WNASC or the entire WNA.

When representing their individual opinion, WNA Steering Committee members may state their title as an officer or member of the Steering Committee for identification purposes but must clarify that they are speaking for themselves when speaking publicly or in correspondence.