

BY-LAWS
of the
WEST END NEIGHBORHOOD ASSOCIATION

ARTICLE I. MEMBERSHIP

Membership shall be voluntary and limited to adult property owners and adult residents of Neighborhood 22 as delineated on the attached map.

ARTICLE II. DUES \$10.00 (amended 1995)

- A. Dues shall be \$5.00 per household per year. *
- B. Dues shall be changed only by majority vote of members present at a general membership meeting.
- C. Dues shall be payable in advance or on March 1 of each year.
- D. Only due-paying members shall participate in the business of Association meetings.

ARTICLE III. BOARD OF DIRECTORS

- A. Only members entitled to vote shall be eligible to serve on the Board of Directors.
- B. The Board shall consist of 9 voting members, elected by a majority vote of the membership, and shall include all the officers of the Association.
- C. Members shall serve one year terms and are eligible for re-election for an unlimited number of terms.
- D. To the extent possible, efforts shall be made for directors to represent various districts within the neighborhood.
- E. No compensation shall be paid to any officer, board member, or committee member.
- F. Vacancies on the Board shall be filled by Board appointment.

ARTICLE IV. OFFICERS

Officers of the Association shall be President, Vice President, Secretary and Treasurer.

ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS

- A. The Board shall consider, promote and transact the business of the Association; shall order the disbursement of funds and the payment of all invoices and bills; shall discharge such other delegated duties as may be necessary to perform their duties.
- B. No representation of the Association shall be made unless there is a majority vote of the Board on the issue, with or without a formal meeting.
- C. The Board may appoint representatives to appear before public bodies and government agencies on behalf of the Association.
- D. The Board shall appoint members of standing committees.

ARTICLE VI. DUTIES OF THE OFFICERS

- A. The President shall preside at all meetings of the Association and the Board; shall exercise a general supervision over the affairs and activities of the Association; and shall serve as a member ex-officio on all committees.
- B. The Vice President shall assume the duties of the President in the absence of that officer, and shall serve as a member ex-officio on all committees.
- C. The Secretary shall keep a complete and accurate record of all the proceedings of the Association and the Board; shall assist with correspondence; shall keep all records and copies of official letters; and shall give required notices of meetings and elections. *
- D. The Treasurer shall receive all Association funds; shall keep such funds in a bank (or banks) approved by the Board; and shall pay out funds only for Association expenses and make a quarterly report to the Board on such payments. *
- E. If at any time the above officers are unable to perform their duties for whatever cause, the Board shall appoint a member of the Board to assume for the time being the duties and functions prescribed above.

ARTICLE VII. MEETINGS

- A. The Association membership and Board shall meet in a general meeting at least once annually for the purpose of election of Officers and Board members, and at other times as may be designated by the Board or by petition of the membership.

- B. Meetings of the membership and/or the Board may be called by the Board (by majority vote of the Board) at any time the Board deems such meeting necessary, or upon presentation to the Board of a petition for such meeting, said petition shall be signed by not less than ten members in good standing.
- C. Notice of General Membership meetings must be publicized at any reasonable time prior to the meeting date.
- D. The President, or two Board members, may call meetings of the Board as may be deemed necessary, upon 24 hours notice to the Board members.
- E. Three members of the Board at any Board meeting shall constitute a quorum.
- F. The Board of Directors shall meet as often as deemed necessary to conduct the business of the Association.
- G. All meetings shall be open to the public, and there shall be no closed meetings of either the Board or the Association membership.

ARTICLE VIII. ELECTIONS

- A. There shall be a Nominating Committee of three members who shall serve for one year.
- B. The Nominating Committee shall submit a slate of nominees for all elective offices to the Board at the annual meeting.
- C. The Nominating Committee shall submit names of prospective candidates for membership on the Board of Directors to the Board for election, as needed, throughout the year.
- D. Election of officers shall be held at the annual meeting in February.

ARTICLE IX. AMENDMENTS

Amendments to these By-Laws may be adopted by the affirmative vote of the majority of the members present at a meeting, provided written notice of intent to amend has been given at least ten days prior to the meeting.

ARTICLE X. PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Revised, shall be the authority on parliamentary usage.

ARTICLE XI. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a majority vote of the entire membership, with any financial assets on hand being distributed to a charity selected by the Board of Directors with approval of the membership, in compliance with the provisions of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have executed these By-Laws, this 15 day of July, 1977.

Harry Winters

Harry Winters
President

Ann E. Ratto

Ann Ratto
Secretary

STATE OF CALIFORNIA)
) ss
COUNTY OF MARIN)

On this 15th day of July, 1977, before me, _____, a Notary Public for the State of California, with principal office in MARIN County, personally appeared Harry Winters and Ann Ratto, known to me to be the persons whose names are subscribed to the within By-Laws, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

W. John Mountz
NOTARY PUBLIC

(NOTARIAL SEAL)

