

Winchester Neighborhood Action Coalition – By-Laws

ARTICLE I – NAME AND REGION

The name of this regional association shall be the Winchester Neighborhood Action Coalition (WNAC). The WNAC region (Region) includes the entire area between Pruneridge Avenue/ W. Hedding Street to the North, Hamilton Avenue to the South, Interstate 880/ California 17 to the East and San Tomas Expressway to the West.

ARTICLE II – PURPOSE

The purpose of the WNAC shall be to provide a vehicle for expressing the desires of residents and property owners within the region with respect to government and agency policies that impact the quality of life in neighborhoods and development within the region.

ARTICLE III – GOALS

- Promote community awareness of quality of life issues that impact the region.
- Establish and maintain effective lines of communication between the City of San Jose, City of Santa Clara, City of Campbell, the State of California and other stakeholders that ensures the earliest possible notification of actions, ideas or proposals that may impact quality of life in the area.
- Provide a community voice to advise elected and appointed officials, staff, and the community at large about development and growth within the WNAC region, implementation of services, community needs and concerns, and events to help determine viable solutions to regional issues.
- Recruit volunteers and sponsors to aid in the monitoring of development plans for the region.
- Provide a vehicle for the generation of revenue through fundraising activities for the purpose of supporting the goals and actions of WNAC.

ARTICLE IV – WNAC MEMBERSHIP

SECTION 1 MEMBERSHIP CLASSES

The WNAC membership will be comprised of individuals, 18 years of age or older, representing any of the organizations located within the WNAC Region as follows:

- Neighborhood and homeowner associations
- Local business owners
- Local WNAC region residents and property owners

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SECTION 2 WNAC MEMBERSHIP COMPOSITION

The WNAC membership is open to all parties that live, or own businesses within the Region's boundaries.

- Active Members, - any member that attends at least three meetings in a rolling twelve (12) month period shall be considered Active. Active Members may vote on all matters put up for a vote by the WNAC and/or its Board.
- Officer - An Active Member who has been duly elected. The WNAC Officers elected shall constitute the WNAC Board of Directors (also referred to as the WNAC Board, or Board). An Officer shall have a voice and a single vote for each and every motion at all WNAC General and Board meetings.

SECTION 3 REMOVAL FROM THE WNAC

Any WNAC member who does not follow WNAC meeting procedures or is disrespectful to WNAC meeting participants, Active Members or Officers may be subject to removal by a super majority (2/3rd) vote of the WNAC Board.

ARTICLE V – WNAC GENERAL MEETINGS

SECTION 1 WNAC MEETINGS FREQUENCY

A WNAC General Meeting shall be held monthly. WNAC Active Members are expected to attend and vote on WNAC action items from the Board agenda. Interested citizens and stakeholders are welcome to attend, having voice without vote.

Community Meetings may be held for informational purposes (see Article VII Section 2).

SECTION 2 VOTING

A quorum, equaling 50% +1, of eligible voters must be present in order for a vote to proceed. Each eligible voter shall have the right to cast one vote. Voting may be conducted through a show of hands or verbal form for regular agenda items. Absentee voting will not be allowed. A secret ballot will be used when voting for Officer positions. If a candidate(s) is unopposed, a simple non-secret vote is acceptable. A simple majority shall be required to approve all votes.

SECTION 3 ORDER OF BUSINESS

- Roll call or sign-in must be taken at each WNAC General Meeting.
- The Board must provide a meeting agenda.
- An Approved Motions list and Action Items list must be taken at each WNAC General Meeting.
- Copies of the previous meeting Motion and Action lists are to be provided at either the meeting that follows or by membership email.

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SECTION 4 SPECIAL MEETINGS

Any **Active Member** or any Officer may petition the Board to call special meetings. All requests will be considered and answered by the Board within one calendar week.

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SECTION 5 WNAC COMMITTEE MEMBERSHIP

- The Board may appoint or sanction committees from time to time. At least one member of the committee shall be an **Active Member** of the WNAC. The Committee must provide the Board with its member list, goals and objectives prior to approval. The Committee chair shall report to the WNAC membership at each regular meeting and will notify the Board of any membership changes. Special Rule #1 provides guidance for committee and project operations.

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ARTICLE VI – BOARD OF OFFICERS

SECTION 1 COMPOSITION

The Board of Officers (Board) shall be the governing body of WNAC and shall consist of five (5) Voting board members elected from the WNAC member categories and a Past President role that shall be non-voting. All elected board members have equal standing within the Board and act as a team. The positions shall be:

- President
- Vice President
- Secretary
- Treasurer
- Communications Officer
- Past President (non-voting)

SECTION 2 TERM OF OFFICE

The term for each of the elected Officer positions will be for two (2) years. The Past President role shall be for one (1) year.

SECTION 3 ELECTION OF OFFICERS

An announcement will be made at the September WNAC regular meeting that the election of Officers will occur at the October regular meeting. A written announcement (flyer, notice, newsletter, etc..) will be made via email to all members and associated organizations.

An Election Team comprised of Active Members will be confirmed at the September meeting in order to gather nominations and facilitate the election of officers.

- Any Active Member is eligible for nomination as a Board Candidate.
- An Active Member may self-nominate or be nominated for a position but in either case must be present in order to accept the nomination or have acknowledged in writing or via email to the Election Team or the Board of their intent to be a candidate.

Candidates may choose if they wish to provide a one-paragraph written statement that will be distributed by the Election Team via email to all members one week prior to the election. A Candidate's statement must be submitted to the Election Team no later than ten (10) days before the election.

SECTION 4 REMOVAL FROM BOARD OF OFFICERS

Officers are required to attend all WNAC meetings. When an Officer is unable to attend a meeting they will be responsible for contacting the Vice-President or Secretary to inform them of the upcoming absence. If a member has two (2) un-notified absences, three (3) consecutive, or four (4) total absences within the previous twelve (12) months, the member shall be automatically removed from the respective Officer position.

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The WNAC member will lose their officer status but may continue as an Active Member of the WNAC. A super majority (2/3rds) vote of the Board is required to override the automatic removal.

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SECTION 5 VACANCIES

A vacancy on the Board shall be filled by an eligible substitute selected by the Board for the remaining period until the next election.

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SECTION 6 POWERS AND DUTIES.

The Board of Officers shall:

- Publicly present a united front to obtain WNAC goals and objectives
- Promote membership communication and participation in WNAC events and actions
- Conduct and manage the WNAC, its goals and objectives, and related tasks, actions, and activities
- Supervise preparation and maintenance of the procedures and guidelines for the WNAC and its activities,
- Appoint committees as needed,
- Budget and approve all expenditures.
- Prepare an annual Summary Report of the board's activity and actions that is presented to the membership for their voice approval at the General meeting after March 1st. The WNAC Board Summary Report is then archived with the Motions list.

SECTION 7 EXECUTIVE OFFICERS' DUTIES

President

The President shall coordinate all WNAC activities, preside over WNAC Board and General Meetings, and shall have the general powers of supervision and management of the WNAC that pertain to the office and such duties as may be designated by the Board. The President will be the primary spokesperson for the WNAC.

Vice President

The Vice President shall assume the duties of the President as delegated by the President and in the President's absence and shall be responsible for monitoring WNAC actions and events. Working with the President the Vice President will be a WNAC liaison team member for local government, regional community associations and stakeholders as well as performing other duties as may be designated by the Board.

Additionally, the Vice President shall be responsible for distributing and maintaining copies of the Approved Motions list. Either Email copies (preferred) should be sent to the membership, or sufficient printed copies should be made for distribution at General Meetings.

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Secretary

The Secretary shall prepare and distribute agendas and minutes of all WNAC meetings, execute board communications to Members as directed by the Board or President and maintain membership and attendance rosters.

Treasurer

The Treasurer shall be the custodian of all financial matters of the WNAC. The Treasurer shall prepare all necessary records, reports and provide a monthly update of the financial status of the WNAC. The Treasurer shall also be responsible for managing and filing any grant applications including CAP Grants.

All external publications must be provided to the Board at least 72 hours in advance of publication or distribution and require a majority approval before they can be distributed.

Communications Officer

The Communications Officer will assume the duties of the Secretary as delegated by the President in the absence of the Secretary.

The Communications Officer duties also include establishing a WNAC email community for members to use to communicate with other WNAC members, committee chairs and officers. Email WNAC communications shall be preferred over printed copies to save costs and the environment.

Past President

The Past President will serve in an advisory capacity to the Board and will assist in the transition and handoff of knowledge and information. The Past President will only serve for one (1) year.

SECTION 8 – NON BOARD MEMBER POSITIONS

The Board may appoint **Active** Members to specific roles that support the ongoing operation of the WNAC. These appointments are for a one-year period and may be renewed without restriction. The Board may choose, after one year, not to continue the position or to appoint a new member to the position.

Active Members in these positions will report to the Board as requested and to the Membership at regular meetings.

SECTION 9 BOARD MEETINGS

The Officers shall meet monthly, in a manner determined by the President. The President may call special meetings at any time and shall call a special meeting upon receipt of email and/or telephone requests from at least three (3) Board members. Three (3) days notice shall be given when possible to hold a special meeting.

SECTION 10 BOARD ORDER OF BUSINESS

- The quorum for Executive Officer meetings shall be a simple majority of its Officers.

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- An agenda shall be provided in advance by the President for all Board meetings. Board meeting agendas shall include:
 - Secretary’s previous board meeting minutes and the Treasurer’s report approval vote.
 - Agenda approval and possible addition and re-ordering of the meeting’s agenda items.
 - Current WNAC Issues and items to be Board moved and approved.
 - WNAC Action items status. If necessary, items to be Board moved and approved.
 - Committee reports and issues. If necessary, items to be Board moved and approved.
 - New Issues, Actions, Events, Meetings discussed or tabled for a future Board meeting, as necessary
 - Next Board meeting date, time and place.
 - Regular meeting agenda setting.
 - End of meeting approval vote. Minutes must be kept of each Board meeting.
 - Copies of meeting minutes should be provided to the Officers seven (7) days following the Executive Officer meeting and made available to WNAC members at the next scheduled General Meeting.

ARTICLE VII – EVENTS, ACTIONS, AND COMMITTEES

SECTION 1 FUTURE EVENTS AND ACTIONS

New events or actions may be proposed at WNAC General meetings by ~~Members~~. If the WNAC Board approves an event or action, a chairperson will be selected to organize the project. The WNAC Board and ~~Active Members~~ will vote on the item as proposed by the Chairperson. If approved, the project will proceed as proposed by the Chairperson. If the majority of the WNAC ~~Active~~ Membership opposes the project, the project will not be implemented by the WNAC.

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SECTION 2 COMMUNITY OUTREACH MEETINGS

The WNAC shall be responsible for community outreach or informational meetings. Outreach meetings will provide a forum for residents and interested parties to provide input regarding the implementation of one or more action items. Informational meetings will provide a forum for interested parties to learn more about a particular topic. With WNAC Board approval, a Committee and chairperson may be appointed to plan an event or action to be held with WNAC membership support and participation.

SECTION 3 - COMMITTEE & PROJECT OPERATIONS

Committees: Purpose and Structure

Committees provide a way for both short and long term issues or projects in the interest of the WNAC to be addressed. The WNAC Board shall appoint or sanction new Committees by a majority vote of the Board.

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WNAC Committees represent the WNAC, its membership, area residents and the WNAC's overarching objectives.

Committees are intended to be self-sufficient and operate per a schedule that allows each committee to achieve its objectives. When those objectives are met, the Committee is expected to provide a final report to the Board and Membership and to dissolve. Alternatively, the Committee can petition to be a Standing Committee that must be approved first by the Board and then by a majority vote of Active Members.

Publicity and Promotion

All public use of and claims of association with the WNAC by any Committee must be approved by the President in advance and shall be provided to the Board at least five (5) days in advance of intended use or distribution.

Committee Community Meetings

If any committee would like to host a community meeting, the Board must approve the meeting in advance. The Committee will provide objectives and meeting process to the Board as part of the request.

Structure

A general Committee may structure itself and conduct its business as it chooses with as long as it observes the Publicity and Promotion rule and that it provides written and verbal reports at each WNAC general meeting.

Standing Committees are expected to identify issues, develop activities and initiate action that serves to address the objectives of the WNAC. Standing Committees are expected to work closely with WNAC constituents, City Staff and the Board to advise on policy, set agendas, frame issues, identify opportunities and to survey and bring recommendations to the full body of the WNAC.

Standing Committees are established by the Board and majority vote of the Active Members, and are considered "operational" when there are at least three committee members. Members may be any stakeholder, resident or interested party that functions within the WNAC Region.

Standing Committees with fewer than seven (7) members will have one (1) Chair. Standing Committees with seven (7) or more members may have Co-Chairs with Board Approval. Chairpersons are expected to facilitate regular meetings of the committee, to prepare monthly reports for the WNAC, and to prepare and present formal recommendations and approved activities to the WNAC.

Term of Service – Standing Committees

- Chair: 1 year, renewable.
- Chair or Co-Chairs: 1 year, renewable term.
- Committee Members: indefinite, at will.

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Appointment Process – Standing Committees

- Chair or Co-Chairs: Must be a WNAC Member and will be approved by the Board.
- Committee Members: Membership is at will. Only Active Members may vote on committee matters. New members become Active at their second consecutive committee meeting. Existing Active members remain active unless they miss two consecutive committee meetings. Active Members of a Standing Committee need not be members of the WNAC.

Reporting

All Committees will submit monthly reports/updates to the Board one (1) week in advance of a general WNAC meeting and review verbally at each general WNAC meeting. They will also produce an annual report not to exceed three pages summarizing the committee's makeup, activities, progress and forward expectations/objectives.

Roles and expectations – Standing Committees

- Chair: The Chair is responsible for guiding the Committee to accomplish their charge. Activities include communicating with the WNAC, Cities, and other appropriate groups, setting meeting agendas, encouraging participation by all members, enlisting the assistance of WNAC/staff, producing reports, taking attendance and ensuring that minutes are taken, approved, and available at next WNAC meeting.
- Committee Members: Members are expected to actively pursue the work of the committee. Members seek recommendations, policies and actions that achieve the goals and objectives of the committee.

Decisions

All Committees are expected to make recommendations to the entire WNAC and are only authorized to take action with approval of the full WNAC. Decisions within the committee, as to objectives, prioritization, process and recommendations, are by vote of the Active committee members and require a quorum.

Projects / Events

Project or Event teams (Team) are of limited duration and used to accomplish specific tasks (e.g., action events, research or advisory matters). A team may consist of one or more Stakeholders and community members. Team deliberations and findings are made available to the full WNAC membership.

Term of Service

As required by the WNAC Board.

Appointment process

Chair is selected by Team vote.

Roles and expectations

Chair: The Chair is responsible for guiding the Team and accomplishing its charge.

Winchester NAC Bylaws Accepted June 17, 2015 – [Proposed modifications December 16, 2015](#) 9

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Reporting

Teams will submit monthly reports/updates to the Board or, when requested, at the WNAC General meeting. They will also provide an Event plan and spending worksheet no less than two months in advance of an Event. Teams will prepare and present a post-Event report within 30 days of the completion of the event.

Decisions

- Decisions may be made by the Chair or in the event of 3 or more members of the Team, by quorum vote.
- For Events, the Team will assign an Event Director with Board Approval, who will have sole decision making authority and responsibility for the event starting 2 weeks in advance of the Event. Event Directors may not change decisions already established and agreed to by the Team unless unforeseen circumstances require that they do so.
- Activities or actions that require funding from WNAC, require Board approval in advance.

ARTICLE IX - DISSOLUTION OF ASSETS

No part of WNAC income shall ever be used to benefit any WNAC Board ~~or other member,~~

Upon dissolution or winding up of the WNAC, its assets remaining after payment of its debts and liabilities, shall be distributed to a nonprofit fund, a foundation, community group, or a corporation organized exclusively for the purpose and goals as established by the WNAC Board.

SECTION 1 - PARLIAMENTARY AUTHORITY, AMENDMENTS

Robert's Rules of Order shall be used.

SECTION 2 - AMENDMENTS TO THE BYLAWS

Proposed amendments to the Bylaws may be made at WNAC General meetings. Copies of one or more of the proposed amendments must be provided to the President and Secretary fifteen (15) days prior to the next WNAC General meeting. Voting on a proposed amendment will take place at the following WNAC Board meeting. An amendment to the Bylaws must be passed by a 2/3 majority of the WNAC membership.

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