

# United Neighborhoods of Santa Clara County

## BYLAWS

### ARTICLE I NAME

**Section 1. Name.** The name of this organization shall be United Neighborhoods of Santa Clara County, hereinafter known as UNSCC.

### ARTICLE II PURPOSE

**Section 1. Purpose.** The purpose of UNSCC shall be to support the principles that: existing neighborhoods are a valuable resource to be protected, maintained and enhanced; and, stable healthy neighborhoods are the key to healthy cities. UNSCC shall:

- a. Facilitate information exchange, peer training, cooperation and united action among neighborhoods.
- b. Monitor the actions of city and county governments and other public agencies that affect neighborhoods.
- c. Build consensus on important common issues and make the concerns of neighborhoods clear to elected and appointed officials.
- d. Facilitate communications between neighborhoods, public officials and candidates for office.
- e. Encourage the formation and growth of new neighborhood organizations.

### ARTICLE III MEMBERSHIP

**Section 1. Eligibility.** Any multi-issue neighborhood group in Santa Clara County. A group which is organized on a city-wide or political party basis, or whose membership is comprised mainly of other organizations shall not be eligible. A member group shall have as its primary purpose the improvement of its entire neighborhood, must have a defined area of representation, and shall be able to demonstrate continuing voluntary (non-mandatory) membership. No group shall be a member where any officer of that organization receives payment for the purposes of promoting, advocating, or representing the goals, positions or views of that organization.

**Section 2. Classes.** Members shall be classified on acceptance as one of the following:

- a. General Member. Any organization which meets the criteria above, can demonstrate that it is truly representative of its neighborhood, and is operating independently of a governmental agency.
- b. Associate Member. Any organization which meets the eligibility criteria above but is not able to adequately demonstrate that it is representative of its neighborhood, and/or is not able to demonstrate that it is operating independently of a governmental agency. Associate Members are not eligible to vote nor may their representatives or alternate representatives be elected as officers of UNSCC. An Associate Member shall be allowed to request review of its classification when it feels it can meet the criteria for General Membership.

**Section 3. Number of Members.** There shall be no limit on the number of Members UNSCC may admit.

**Section 4. Application Procedures.**

- a. An organization shall apply for membership in UNSCC. The application shall include any membership documents which are required by the Board of Directors. The Executive Committee shall review the application, request any other information as necessary, and shall make a recommendation at the next monthly meeting. A majority vote of the members present shall be required for acceptance. The Board shall have the right to reject any application.
- b. An organization shall be notified of the acceptance or rejection of its application.

**Section 5. Voting.** General Members shall maintain their voting privileges by continuing to meet membership requirements, paying dues, and fulfilling Member responsibilities.

**Section 6. Responsibilities of Members.** A member organization shall:

- a. Submit annual dues, along with a membership renewal form. Membership renewals shall be due not later than May 1<sup>st</sup> of each calendar year. The voting privileges and member benefits of a member organization which has not paid its dues by May 1<sup>st</sup> shall be suspended until such dues have been paid.

Notwithstanding the foregoing, when an organization is accepted as a new member of UNSCC, the dues shall be pro-rated during the initial calendar year of membership as follows: Full dues if the new member is accepted during the first four (4) months of the calendar year; two-thirds (2/3rds) dues if the new member is accepted during the fifth (5th) through eighth (8th) months of the calendar year; and one-third (1/3rd) dues if the new member is accepted during the last four (4) months of the calendar year. A new Member shall not have voting privileges or member benefits until its initial dues have been paid.

- b. Select a representative to serve as a Representative on the Advisory Council of UNSCC. Also, select one or two Alternates to represent the member organization as a Representative when the Representative is not present. Upon selection of a Representative and alternates or in the event that the Representative is removed from office, the Member must notify the Recording Secretary of its new Representative and Alternates.
- c. Notify the Recording Secretary, in writing, of any change in representatives to UNSCC.
- d. Notify the Recording Secretary of any changes in the Member's mission or name.

**Section 7. Representation of UNSCC.** No person shall speak on behalf of UNSCC without approval of the Chair, Executive Committee, or Board of Directors. Doing so may result in removal from the Board.

**Section 8. Removal.** An organization may be removed from UNSCC by a two-thirds (2/3) vote of the Board of Directors at a regular meeting, provided that:

- a. The mission of the organization has changed to make it ineligible for membership and/or removal is in the best interest of UNSCC.
- b. A request has been submitted in writing to the Recording Secretary by at least five (5) members of the Board of Directors.
- c. At least fourteen (14) days written notice has been given to the Board of Directors.

## ARTICLE IV ADVISORY COUNCIL

**Section 1. Composition.** The Advisory Council shall be composed of one (1) representative from each Member organization. The Representatives representing General Members shall be known as General Representatives and the non-voting Representatives representing Associate Members shall be known as Associate Representatives. No Representative or Alternate may represent more than one (1) Member organization.

**Section 2. Function.** The function of the Advisory Council shall be to promote networking among neighborhood associations and their members, to develop UNSCC programs and services through participation in committees and to recommend policies and directions to the UNSCC Board of Directors.

### **Section 3. Meetings.**

- a. The Advisory Council shall meet at least six times annually. The meeting time and location shall be determined by the Advisory Council.
- b. Special meetings for any purpose may be called by written request of twenty (20) percent of the Advisory Council.
- c. The first order of business of any meeting of the Advisory Council will be agreement upon a chair for the meeting and agreement upon a secretary for the meeting. The chair shall have the responsibility for guiding the course and discussion of the meeting and the secretary shall have the responsibility for keeping notes of the discussions and decisions which occur at the meetings.
- d. Written notice of all Advisory Council meetings, including agendas, shall be delivered to all members no less than seven (7) nor more than (30) days prior to all meetings. Notice is the responsibility of the Executive Director.

**Section 4. Annual Meeting.** The Board of Directors and the Member organization Representatives shall hold a joint meeting once each year at which time the Representatives shall elect the UNSCC Officers and other Board Members, shall act upon proposals brought before the meeting, and shall conduct other business. A quorum for this meeting shall be at least one more than one-half of the total General Members of UNSCC in good standing at the time of the meeting. Unless a greater number is required by other provisions of these Bylaws, any action at the Annual Meeting shall require a majority of the General Members present.

**Section 5. Quorum.** Except for the Annual Meeting, there will be no quorum requirement for Advisory Council meetings.

### **Section 6. Responsibilities of Advisory Council Members.**

- a. Attend Advisory Council meetings regularly and notify Alternates when unable to attend.
- b. Representatives must have the authority to vote on UNSCC resolutions and position/public statements.
- c. Report on UNSCC actions and activities to the organization he or she represents.
- d. Bring issues up to UNSCC Advisory Council from your neighborhood association.
- e. Suggest additional breakout topics of interest to Advisory Council.
- f. Become familiar with and adhere to the intent of the UNSCC Bylaws.

### **Section 7. Issue/Position Statement Procedure.**

- a. Introduction of a proposed issue statement shall be made at the meeting prior to the one at which the vote is to be taken.
- b. An issue statement can only be voted on if it has been included in the notice for that meeting.
- c. Any issue statement approved by the Advisory Council shall be referred to the UNSCC Board of Directors for further action. Any such position adopted by the Advisory Council shall be considered a recommendation, only of the Advisory Council and shall have no legal effect unless subsequently adopted by the UNSCC Board of Directors.

### **Section 8. Prohibitions.**

- a. Each member of the Advisory Council is to avoid conflict of interest or the appearance thereof between their political, personal, and financial interests and the stated purpose of the UNSCC.
- b. No member of the Advisory Council or committee member shall receive any compensation of services from UNSCC. Reimbursement for properly authorized expenditures made on behalf of UNSCC is allowed.
- c. No member of the Advisory Council appearing to act in the name of UNSCC shall support or oppose any political party or candidate for public office, or use any asset of UNSCC for such purpose.

**Section 9. Removal.** A member of the Advisory Council may be removed by a two-thirds (2/3) vote of the total number of General Members' representatives present at a regular meeting provided that:

- a. The Representative has not adhered to UNSCC Bylaws.
- b. Removal is in the best interest of UNSCC.
- c. A request has been submitted in writing to the Recording Secretary by at least five (5) members of the Advisory Council.
- d. At least fourteen (14) days written notice has been given to the Advisory Council.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1. Composition.**

- a. The Board of Directors shall be composed of the four UNSCC Officers and six additional Board Members. Each Board Member either previously shall have served as a UNSCC Board Member or shall have served as a General Representative on the Advisory Council for at least twelve consecutive months before becoming eligible to be elected to the UNSCC Board. Each Board member shall have represented a different Member organization on the Advisory Council. The Board Chair shall have served on the Board of Directors for at least one of the two prior years.
- b. Up to two Board Members may come from community groups or businesses without government affiliations. If it is unclear whether a candidate's affiliations conflict with UNSCC, the Executive Committee shall determine if conflict exists. These Community Board Member candidates must keep the interest of County neighborhoods foremost, not merely the interests of a single neighborhood or city.

These two Community Board Members may not be from the same organization or business, nor reside within the same neighborhood association's boundaries. They may not be replaced by alternatives from their organizations when absent. These Community Board Members possess the same voting privileges as other Board Members.

however, they may not serve as officers of the Board. They may serve up to three years on the board.

**Section 2. Function.** The function of the Board of Directors shall be to perform all functions required of directors of a nonprofit corporation – including (but not limited to) approving contracts and expenditures, approving the admission of new members, hiring and firing employees, and adopting public positions.

**Section 3. Meetings.**

- a. The Board of Directors shall meet at least six times annually. The meeting time and location shall be determined by the Board of Directors.
- b. Special meetings for any purpose may be called by the Executive Committee, the Chair, or by written request of twenty (20) percent of the Board of Directors.
- c. Written notice of all Board of Directors meetings, including agendas, shall be delivered to all Board members and all Advisory Council members not less than seven (7) nor more than thirty (30) days prior to a meeting. Notice is the responsibility of the Corresponding Secretary.
- d. In the absence of a majority vote of the Board, UNSCC Board meetings shall be open to attendance by Advisory Council members.

**Section 5. Quorum.** A quorum of the Board of Directors shall be one more than half of the current elected Board seats.

**Section 6. Responsibilities of Board Members.**

- a. Attend UNSCC Board and Advisory Council meetings regularly.
- b. Serve on at least one UNSCC committee.
- c. Represent UNSCC in the general community.
- d. Become familiar with and adhere to the intent of the UNSCC Bylaws.
- e. Actively participate in UNSCC fundraising efforts.

**Section 7. Issue/Position Statement Procedure.**

- a. Introduction of a proposed issue statement shall be made at the meeting prior to the one at which the vote is to be taken.
- b. An issue statement can only be voted on if it has been included in the notice for that meeting.
- c. When the Directors present declare by a two-thirds (2/3) vote that an emergency exists, an issue may be voted on at the meeting at which it is introduced.

**Section 8. Prohibitions.**

- a. Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, and financial interests and the stated purpose of the UNSCC.
- b. No officer, member of the Board, or committee member shall receive any compensation of services from UNSCC. Reimbursement for properly authorized expenditures made on behalf of UNSCC is allowed.

- c. No member of UNSCC appearing to act in the name of UNSCC shall support or oppose any political party or candidate for public office, or use any asset of UNSCC for such purpose.

**Section 9. Removal.** A member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board present at a regular meeting provided that:

- a. Director has not adhered to UNSCC Bylaws.
- b. Removal is in the best interest of UNSCC.
- c. A request has been submitted in writing to the Recording Secretary by at least five (5) members of the Board of Directors.
- d. At least fourteen (14) days written notice has been given to the Board of Directors.

## **ARTICLE VI OFFICERS**

**Section 1. Officers.** The officers shall be: Chair, Vice Chair, Recording Secretary, Corresponding Secretary, and Treasurer. The term "Executive Committee" shall also refer to these four officers.

**Section 2. Meetings.** The Executive Committee shall meet at the request of the Chair or two (2) officers to:

- a. Recommend individuals for appointment to committees and coordinate the work of committees, ensuring that at least one (1) Director serves on each committee.
- b. Plan agendas and programs for Board meetings.
- c. Review and make recommendations on applications for membership.
- d. Handle any administrative business required between monthly meetings.

**Section 3. Responsibilities.** The responsibilities of the officers are as follows:

- a. **Chair.** The Chair shall oversee the administration of UNSCC; preside over meetings; and represent UNSCC at the request of the Board of Directors. With the exception of the Nominating Committee, the Chair shall be an ex-officio member of all other committees and shall be notified of all meetings.
- b. **Vice Chair.** The Vice Chair shall act as the Chair in the absence of the Chair; participate in membership recruitment; and perform other duties as required by the Chair or the Board.
- c. **Recording Secretary.** The Recording Secretary shall maintain the records of UNSCC, including minutes of all meetings, attendance records, and an accurate mailing list; shall provide a meeting sign-in sheet for Board of Directors meetings; and shall supply information from records when needed. After each Board Meeting, Recording Secretary shall distribute minutes to Board Members, office staff and Web master (if applicable) within two weeks.
- d. **Treasurer.** The Treasurer shall be responsible for financial transactions; shall maintain an accurate and up-to-date account of the organization's finances with a monthly report to the Board; shall keep a current record of the status of the member organizations' dues payments and voting rights; shall make financial recommendations; and shall submit a financial report and projected annual budget at the November meeting. The signatures of two officers will be required on all checks. Eligible signatures will be those of the Executive Committee.<sup>(1)</sup> At the discretion of the Executive Committee, the Executive Director may be added as an authorized signature.<sup>(2)</sup> UNSCC financial records shall be audited annually or as requested by the Executive Committee, by a three (3) member committee appointed by the Board of Directors.

**Section 4. Term.**

- a. Officers shall serve a one-year term beginning at the close of the January meeting or until a successor is elected.
- b. No officer may hold a given office for more than two (2) consecutive terms.

**ARTICLE VII  
NOMINATIONS AND ELECTIONS**

**Section 1. Eligibility.** Only current Board Members – or Advisory Council Representatives, or their Alternates, who represent General Member organizations in good standing, and who have attended at least 70 (seventy) percent of the meetings within the twelve (12) months immediately prior to the nomination, shall be eligible for office as a UNSCC Board Member.

**Section 2. Procedure.**

- a. Nominating Committee: The Board of Directors shall appoint a Nominating Committee of three (3) consisting of one Board member and two Advisory Council Representatives. Where possible, at least one (1) member shall have served on a previous Nominating Committee.
- b. Nominations: The Nominating Committee shall receive and consider recommendations from the Advisory Council and the Board of Directors. Nominations of Board Members and Officers shall be included in the notice of the November meeting of the Advisory Council. Additional nominations may be made by General Representatives from the floor at the November meeting, and a list of all nominees shall be included in the notice of the January meeting.
- c. Elections: Voting shall be by ballot of the General Representatives at the January meeting which shall be a joint meeting of the Advisory Council and the Board of Directors. In the absence of a quorum of the General Representatives at that meeting, the Annual Meeting shall be rescheduled to occur within the next thirty days. A majority vote shall elect. The ballot may be dispensed with if there is only one (1) candidate for an office.

**Section 3. Vacancies.** A vacancy on the Board of Directors, including any Officer, shall be filled by a special election by a quorum of the General Representatives held two (2) meetings after the announcement of the vacancy in a meeting notice. The Board of Directors shall appoint a General Representative to fill the vacancy in the interim.

**ARTICLE VIII  
PARTICIPATION OR MEMBERSHIP IN OTHER ORGANIZATIONS**

**Section 1. Membership.** Membership or representation of UNSCC in other organizations shall be approved by the Board of Directors.

**Section 2. Representation.** Any representative of UNSCC to such other organization shall be appointed by the Chair with the approval of the Board of Directors, and shall give regular reports to the Board of Directors not less than quarterly.

**ARTICLE IX  
MEETINGS**

**Section 1. Public access.**

- a. All meetings must be open to the public, except when a closed session is declared by majority vote.
- b. Public participation in UNSCC meetings is not required; the Chair controls the extent to which the public may

participate in a meeting.

**Section 2. Minutes.** Minutes will be recorded for all meetings, including Executive, Board, Advisory Council, Annual and Committee meetings.

## ARTICLE X PARLIAMENTARY AUTHORITY

**Section 1. Procedures at Meetings.** Except as otherwise provided by these Bylaws, all questions of order or procedure with respect to any meeting or action of this organization shall be initially ruled upon by the chair of that meeting. However, any Director may call for a vote upon the chair's decision, which shall be taken without discussion unless a motion for discussion – duly made and seconded – is likewise made by two other Directors. The confirmation or rejection of the ruling by the chair shall be decided by majority vote of the Directors present.

**Section 2.** Procedure at meetings shall generally be guided by, and with reference to, Robert's Rules of Order. Notwithstanding the foregoing, the chair at any meeting shall have the primary responsibility for encouraging or discouraging further discussion on any topic at any meeting.

**Section 3.** In the absence of both the Chair and Vice Chair at any regularly scheduled or otherwise duly noticed meeting of a quorum of the Board of Directors, those present may designate a chair for that meeting by motion and second and majority vote and the Director so-designated may vote on any matter at such meeting notwithstanding being elected to serve as temporary chair.

## ARTICLE XI AMENDMENTS TO THESE BYLAWS

**Section 1. Procedure.** The following procedure shall be used for amending these Bylaws.

- a. Introduction of a proposed amendment shall be made at the meeting prior to the one at which the vote is to be taken.
- b. An amendment can only be voted on if it has been included in the notice for that meeting.
- c. An amendment shall require a two-thirds (2/3) vote for adoption.
- d. Any resolution adopting any amendment to these Bylaws shall include a specific date on which the amendment shall become effective.

**Section 2. Transition Procedures.** Following the adoption of amendments creating an Advisory Council and limiting the number of the Board of Directors to the five officers and five other Directors, a quorum of the General Member representatives, as such quorum would be determined under the pre-existing Bylaws, may schedule a Special Meeting for the purpose of electing Board of Directors pursuant to the revised Bylaws – who shall serve in that capacity until the next Annual Meeting. Notwithstanding those amendments, the terms of office of the UNSCC Officers at the time of any such Bylaws revisions shall continue as set forth in the previous version of these Bylaws.



## ARTICLE XII DISSOLUTION OF ASSETS

**Section 1. Dissolution.** Upon the dissolution of this organization, assets remaining after payment of, or provision for payment of, all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to a non-profit fund, foundation or corporation which is organized and operated exclusively for purposes similar to those of this organization, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as designated by the Board of Directors.

## ARTICLE XIII DIVERSITY DECLARATION

*(Adopted February 26, 1998.)*

**Section 1. Diversity Declaration.** It is the intention of this organization to encourage all eligible neighborhood groups to become members of United Neighborhoods of Santa Clara County. In connection with this policy, it is the intention of this organization to encourage membership from all parts of Santa Clara County. Furthermore, it is the intention of this organization to encourage a diversity of backgrounds among the members of its Board of Directors. Furthermore, it is the intention of this organization to attempt to have a diversity of background among the members of the UNSCC Executive Committee.

**Section 2. Compliance With Equal Opportunity Laws.** This organization shall at all times comply with all federal and state laws and regulations pertaining to equal opportunity and nondiscrimination in the hiring and employment of any person by UNSCC.

*The initial version of these Bylaws were initially adopted in the form of "Draft 3.0"  
by vote of the duly constituted Board of Directors of  
United Neighborhoods of Santa Clara County  
on March 15, 1995, at San Jose, California.*

*The Bylaws were last amended January 18, 2001.*

**UNITED NEIGHBORHOODS OF SANTA CLARA COUNTY**  
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