

**Bylaws of the
Old North Davis Neighborhood Association**

1.0 Name

The name of this association is the Old North Davis Neighborhood Association (ONDNA). It is an unincorporated association established on June 23, 2002.

2.0 Objectives

The objectives of ONDNA shall include:

- To protect and promote the best interests of the Old North Davis neighborhood (Old North Davis)
- To promote and to strive for the improvement and betterment of public facilities and services in Old North Davis
- To promote and encourage positive community and civic spirit
- To foster civil communication, good will, and friendship within Old North Davis
- To cooperate with government officials and with other civic and public organizations for the general welfare of Old North Davis and the City of Davis

3.0 Old North Davis Boundaries

The boundaries of Old North Davis are:

North: The centerline of Seventh Street; East: The western boundary of the railroad Right-of-Way; South: The centerline of Fifth Street; West: The centerline of B Street.

This is the neighborhood identified as “Old North” in the *Davis Downtown and Traditional Neighborhood Design Guidelines* document, which gives direction to development, additions, and remodel projects.

4.0 Membership and Votes

4.1 Membership in ONDNA shall be open to all Old North Davis residents, landlords, and recognized organizations.

4.2 Each Old North Davis resident, landlord, and recognized organization shall have one, and only one vote, in an election or other vote .

4.3 ONDNA shall not allow the use of a proxy vote to achieve a quorum and shall not allow proxy votes in elections or in other voting.

5.0 Board of ONDNA

5.1 Responsibilities. Subject to the provisions and limitations of these Bylaws and applicable law, ONDNA's activities and affairs shall be directed and managed by a Board.

5.2 Composition. The Board shall be composed of between four (4) and seven (7) members. Four (4) members shall be Officers and up to three (3) may be elected At Large.

5.3 Terms of Office. Each of the Board members shall serve a term of one year until 2016. Beginning in 2016, terms will transition to staggered two-year terms. To accomplish this transition, for 2016 elections, four seats will be for two-year terms and three seats will be for one-year terms. Thereafter, all terms shall be for two years. The term of each Board member will begin at the time of election at the Annual Meeting and end with the election at the next appropriate Annual Meeting.

5.4 Qualifications. All Board members shall be members of Old North Davis.

5.5 Vacancy and Replacement. Vacancies on the Board, or on any sub-committee that may be established, shall be filled in a timely manner by a majority vote of the Board. By majority vote, the Board shall declare vacant the position of any Board member who is absent two consecutive regular meetings without adequate cause.

5.6 Removal. Any Board member may be removed from office, with cause, by a unanimous vote of the other Board members attending the meeting.

5.7 Conflict of Interest. The Board shall adopt and may periodically revise a conflict of interest policy that establishes expectations for those participating in activities of ONDNA.

6.0 Officers

6.1 Roles. The four Officers of ONDNA shall be the President, Vice-President, Secretary, and Treasurer.

6.2 Duties of Officers

6.2.1 President. The President shall coordinate the activities of the Board and of ONDNA, preside at ONDNA meetings, represent ONDNA in relations with other organizations, and perform other duties the Board or ONDNA may assign.

6.2.2 Vice-President. The Vice-President shall perform the duties of the President when the President is absent or is otherwise unable to perform the duties of that office and perform other duties the Board may assign.

6.2.3 Secretary. The Secretary shall issue notices of and keep minutes of all meetings, maintain the correspondence of ONDNA, and perform other duties the Board may assign.

6.3.4 Treasurer. The Treasurer shall accept donations, have the care and custody of ONDNA funds, and perform other duties the Board may assign.

7.0 Elections

7.1 Nominations Committee. The Board shall appoint a Nominations Committee of at least three ONDNA members prior to the Annual Meeting. The Nominations Committee shall include one, but not more than one, current Board member.

7.2 The Nominations Committee shall develop a list of candidates for positions on the Board.

7.3 The Nominations Committee shall consult with the Board and follow guidance provided by the Board in preparing a list of individuals interested in serving on the upcoming Board.

7.4 No person may be nominated for an office who has not previously consented to that nomination.

7.5 Annual Meeting Election. Elections for the Board shall be conducted at the Annual Meeting. In addition to the nominations presented by the Nominations Committee, the floor shall be open to additional nominations to Board positions.

7.6 Single Office. No member of ONDNA shall occupy more than one Board position at a time.

8.0 Meetings, Events, and Notification

8.1 Meetings and Events. Meetings shall be defined as Annual, Regular, and Special. Meetings shall be open to all members of ONDNA and to the public.

8.2 Annual Meeting. The Board shall set the time, date, and place for this meeting (generally held in June). At least twenty-one (21) day notice will be given. The Annual Meeting is for these activities:

- Election of Board members.
- Reports from the current Board on the state of ONDNA.
- Discussion on policy and program matters, should such actions be necessary in the view of the Board or other members of ONDNA.
- Other activities determined necessary by the Board or other members of ONDNA.

8.3 Regular Meetings. The Board shall convene at least two Regular Meetings a year.

8.4 Special Meetings. In order to deal with urgent matters, Special Meetings may be called by the President or by any three Board members. Special Meetings shall be open to members of ONDNA and to the public.

8.5 Other Events. The Board may announce other events like picnics, holiday dinners, or City of Davis functions such as Neighbors' Night Out.

8.6 Notification. For all ONDNA gatherings, the following notification requirements apply:

8.6.1 Annual Meeting. Twenty-one (21) day notice of meeting time and place by electronic media, three (3) days by hand-delivered notice and tentative agenda.

8.6.2 Regular Meeting. As early as feasible, but no less than three (3) days advance notice by electronic media.

8.6.3 Special Meeting. As early as feasible, but no less than one (1) day advance notice by electronic media.

8.7 Other Events. As early as feasible, but no less than three (3) days advance notice by electronic media.

8.8 Hand Delivery. At least twice a year, an ONDNA event notice must be delivered to each address in Old North Davis to publicize ONDNA's existence and promote participation.

8.9 Changes to Association Bylaws. Specific language of proposed Bylaw changes must be posted electronically at least twenty-one (21) day notice in advance of any vote on the changes.

9.0 Quorum and Majority

9.1 Annual Meeting. A quorum for the Annual Meeting shall be twelve (12) members.

9.1.1 A majority vote at the Annual Meeting shall be a majority of the members present and voting.

9.1.2 If no quorum is present at an Annual Meeting, those present may vote to have the current Board members continue serving until a meeting with a quorum is held.

9.2 Regular and Special Meetings. A quorum for Regular and Special Meetings shall consist of a majority of the sitting members of the Board. When the Board has a quorum but less than a full Board, actions shall be taken by a majority vote of Board members present.

9.3 Meetings held at Social Events. Regular Meeting quorum and voting rules shall apply.

10.0 Sub-Committees. The Board may establish sub-committees to carry on the work of ONDNA.

11.0 Rules of Conduct at Meetings. All meetings should be conducted under the spirit of Robert's Rules of Order. Common decency and respect for public discourse should always apply at Board meetings.

12.0 Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board, by a majority vote of ONDNA at an Annual Meeting, or by a majority vote of ONDNA in a mail ballot. A twenty-one (21) day notice must be provided by electronic media prior to a vote to change the Bylaws. Such notices shall include any proposed changes to the Bylaws.

Appendix to the

Bylaws of the Old North Davis Neighborhood Association

This Appendix provides guidance referenced in the noted sections of the Bylaws. This guidance has been developed by the current Board (2016) and may be changed by any subsequent Board without changing the Bylaws.

Bylaws Section 5.7

The standard of behavior at the Old North Davis Neighborhood Association (ONDNA) is that volunteers and Board members scrupulously avoid conflicts of interest between the interests of the ONDNA on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The purposes of this policy are to protect the integrity of ONDNA's decision-making process, to enable our members and community to have confidence in our integrity, and to protect the integrity and reputations of volunteers and board members. In the course of meetings or activities, Board members and volunteers are expected to disclose any interests in a transaction or decision (including business or other non-profit affiliations) where family, and/or significant other, employer, or close associates may receive a benefit or gain. After disclosure, it is acknowledged that the member may not be permitted to vote on the question at the discretion of the board.

This policy is meant to supplement good judgment, and participants will respect its spirit as well as its wording.

Bylaws Section 7.3

The Nominations Committee shall:

- Promote that nominations are open through email, flyer, or personal contact.
- Contact all current Board members regarding their interest in continuing to serve on the Board.
- Be available for questions regarding responsibilities of serving on the Board and other relevant details, as described in the Bylaws.
- Make themselves available, by email or in person, to any interested neighbors who would like to be on the list. Members of the Nominations Committee shall be impartial in performing the duties of the committee.