

BY-LAWS AND POLICIES

WILLOW GLEN NEIGHBORHOOD ASSOCIATION BY-LAWS

With changes adopted by Board of Directors November 21, 2013

ARTICLE I: NAME

The Willow Glen Neighborhood Association (WGNA) is a California Nonprofit Public Benefit Corporation organized under California Corporations Code and U.S. Internal Revenue Code of 1986 - Section 501(c)(4), as amended, and the applicable provisions of U.S. Sarbanes-Oxley law, existing or future California or United States laws.

Notwithstanding any provision of these Articles, this corporation shall not carry on any activities not permitted by a 501(c)(4) corporation exempt from federal income tax. The principal office of this corporation shall be located in Willow Glen, City of San Jose and County of Santa Clara, California.

ARTICLE II: PURPOSE, VALUES and NON-DISCRIMINATION

Section 1. PURPOSE. The purpose of this Association shall be to represent all of its members on issues of neighborhood enhancement and preservation.

The Association shall focus and take appropriate action to include issuing WGNA Policy and Position Papers on such matters as local government policies, procedures, budgeting, spending, sale of public property, tax or fee increases, tax subsidies, planning and land use, transportation, public transit, public safety, traffic, parks, open space, trails, recreation, neighborhood and community quality of life, community building and other neighborhood and community issues.

Section 2. VALUES. WGNA's Purpose and Values embrace the principles and spirit of non-partisan, open, honest, transparent, fair, positive governance in full public view of our members and general public.

Members have the right to be treated fairly and with respect, their privacy respected, and to be free from intimidation, harassment, abuse, and personal attack.

Board will uphold these rights and respect between members and community and the right of members to have timely notice, be informed about and have an opportunity to address Board at public WGNA meetings about any WGNA proposed activities, position papers and actions prior to Board vote.

WGNA represents all members and does not endorse candidates for political office, political parties, or divisive issues.

Section 3. NON-DISCRIMINATION. WGNA does not discriminate against anyone or group on the basis of ethnicity, color, religion, gender, sexual orientation, national origin, age, disability or any other legally protected characteristic, in activities, committees, projects, events, services, staffing and volunteers. WGNA strongly encourages diversity and promotes equal opportunity on WGNA Board, Committees, and all activities.

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ARTICLE III: MEMBERSHIP

Section 1. ELIGIBILITY. Any person who subscribes to and supports the purpose, values, and non-discrimination statements (Article II) of the Willow Glen Neighborhood Association (WGNA) shall be eligible for membership.

Section 2. CLASSES.

a) Individual and Household memberships: Individual and Household memberships are “voting memberships,” and are reserved for residents and residential property owners within the boundaries of the Association, as defined by San Jose 2009 Greenprint - Willow Glen Planning Area Map, and within 1/2 mile of Greenprint boundary since neighboring areas affect traffic, quality of life and other issues important to our members and Willow Glen.

b) Associate and Corporate Memberships: Associate and Corporate memberships are open to anyone interested who subscribes to and supports WGNA’s purposes, values, and non-discrimination statements and are “non-voting memberships.”

The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these By-laws and under applicable California and U.S. law.

Section 3. DUES. Members shall pay dues annually as established by the Board of Directors. Dues or donations to WGNA, a 501(c)(4) organization, are NOT tax-deductible for income tax purposes.

Section 4. VOTING RIGHTS. Each adult (18 years or older) current paid Individual member is entitled to one (1) vote. A maximum of two (2) designated adult members of a current paid Household membership are entitled to vote. A current paid WGNA Individual or Household members must be a member / s for at least six (6) months prior to May election to be eligible to vote. Associate and Corporate Memberships are “non-voting memberships.” Proxy voting shall not be permitted on any manner put to vote of Board or membership.

Voting Rights are subject to By-laws, WGNA published policies and procedures, and California Corporation Code.

WGNA members shall have the right to vote on:

a) Election of Officers and Directors;

b) Any amendment to these By-laws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Code;

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- c) Disposition of all or substantially all of the assets of this corporation;
- d) Any merger of this corporation;
- e) Any dissolution of this corporation; and
- f) Any other matters that may properly be presented to members for a vote, pursuant to this Corporation's Articles, By-laws, Board of Directors action, or California Corporation Code.

Section 5. ASSOCIATION MEETINGS.

- a) The Association shall conduct at least two (2) general meetings a year, including the Annual Meeting to be held in May. The Officers and Directors shall be elected at the Annual Meeting.
- b) Special meetings may be called by order of the Board of Directors or the President. Seven (7) days notice shall be given for such meetings.
- c) The quorum for the general meetings shall be ten (10) percent of the current memberships.

Section 6. ROSTER. WGNA shall keep a current membership roster containing the names of each member, email address, last current mailing address provided by the member for purposes of member notices, newsletters and emails or online web voting. The member roster shall indicate whether a member is a current paid member in good standing.

Members' privacy will be respected. Membership roster contains members' private information and will not be provided to any individual or group outside of WGNA. It is the responsibility of all members to inform the Secretary by email or USPS postal mail about any roster information changes to keep WGNA member roster current and accurate.

Member notices or voting will be online or print. Board may charge members requesting USPS mailings an annual fee to cover costs in addition to WGNA Membership dues.

Section 7. INSPECTION RIGHTS.

- a) Articles and By-laws. Current copies of the Articles of Incorporation, By-laws, Policies, Positions, minutes of membership, Board, and any Board committee meetings of this corporation shall be open to inspection by members at Board meetings and reasonable times and for a purpose reasonably related to the member's interests as a member shall be governed by the California Nonprofit Public Benefit Corporation Code.

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b) Accounting Records. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation for a purpose reasonably related to the member's interests as a member shall be governed by the California Nonprofit Public Benefit Corporation Code.

c) Membership Records. The right of members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Code.

Section 8. OTHER RIGHTS. In addition to the rights described in these By-laws, members of this corporation shall have any other rights afforded voting members and shall be governed by the California Nonprofit Public Benefit Corporations Code.

Section 9. NON-LIABILITY OF MEMBERS. No member of WGNA shall be personally liable for the debts, liabilities, or obligations of this corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board of Directors shall consist of the five (5) Officers of the Association, four (4) elected Directors and at least two (2), and no more than six (6), appointed Directors.

Section 2. TERM OF OFFICE. The term of office shall be for one (1) year beginning with the Board meeting following the election of officers. No officer may hold the same position for more than two (2) consecutive terms.

Section 3. VACANCIES. A vacancy on the Board of Directors shall be filled by the Board for the remainder of the term of office.

Section 4. POWERS AND DUTIES. The Board of Directors shall:

- a) Be responsible for the conduct and management of the business of the Association;
- b). Supervise preparation and maintenance of the policies and procedures for the Association and its activities;
- c) Appoint committees as needed; and
- d) Supervise the preparation of the budget and approve all expenditures.

Section 5. BOARD MEETINGS.

a) The Board shall meet at least nine (9) times per year at regularly scheduled times designated by the Board.

b) The President may call Special meetings at any time and shall call a Special meeting upon written request of three (3) members. In either case, three (3) days notice shall be given.

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c) Board or Special meetings may be closed to consider litigation and matters involving a Board member. The purpose of any closed session shall be announced. A report of action taken in closed session shall be included in the minutes and reported at the next open meeting. Strategic planning may be discussed in closed session; action shall be taken in open session.

Section 6. QUORUM. The quorum for Board meetings shall be a majority of its members.

Section 7. CONFLICT OF INTEREST. Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, professional, and financial interests and the stated purpose of the Association.

ARTICLE V: OFFICERS

Section 1. COMPOSITION. The Officers of this Association shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 2. QUALIFICATION FOR OFFICE. A nominee for office shall have been a member of the Association for one (1) year prior to the date of the election.

Section 3. TERM OF OFFICE. Officers shall be elected by the general membership at the Annual Meeting. The term of office shall be one (1) year, beginning with the Board meeting following the election of officers. No officer may hold the same position for more than two (2) consecutive terms.

Section 4. VACANCIES.

a) Vacancies in all offices except the Presidency shall be filled by the Board for the remainder of the term of office.

b) A vacancy in the office of the President shall be filled by the First Vice-President. The Board then shall appoint a First Vice-President.

Section 5. DUTIES.

a) President: The President shall coordinate all Association activities, preside at meetings of the Association and the Board, and shall have the general powers of supervision and management of the Association as pertain to the office and such duties as may be designated by the Board. With the exception of the Nominating Committee, the President shall be an ex-officio member of all other committees and shall be notified of all meetings.

b) First Vice President: The First Vice-President shall assume the duties of the President in that officer's absence. Other duties shall be performed as required by the President or the Board.

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c) Second Vice-President: The Second Vice-President shall perform duties as required by the President or the Board.

d) Secretary: The Secretary shall keep minutes of the Association and Board meetings, shall be responsible for notification for Association and Board meetings, shall have the responsibility of Association correspondence, at the direction of the President, and shall maintain archive files. The Secretary will bring to all meetings two (2) years of Board and General meeting minutes, current Articles of Incorporation, By-laws and last two (2) years California Secretary of State's annual **Statements of Information** filed after May Officer and Director elections and WGNA Official Policy and Positions.

e) Treasurer: The Treasurer shall be custodian of the Association funds and supervise the handling of funds of any enterprises of the Association. The Treasurer shall chair a budget committee, keep proper financial records, report regularly to the membership and the Board, and pay budgeted requests as directed by the Board. All checks over \$1,000 shall require the signatures of two of the following Officers: President, Secretary, or Treasurer. The Treasurer will bring to all meeting two (2) years of WGNA Treasury records so that WGNA Board or members upon request can inspect records to include financial statements, bank statements, other financial statements, IRS 990 and any other California and federal required reports or filings.

Section 6. OFFICERS AND DIRECTORS ACTIVE PARTICIPATION. WGNA, to be a strong, effective and functioning organization depends on the very active participation of WGNA's volunteer Officers and Directors for all Board of Director, General Membership Meetings, assigned WGNA Committee and other assigned activities.

WGNA Committees are involved in many complex issues that require extensive research, knowledge and understanding to properly represent WGNA and our members. Committees may research issues and make written recommendations for Board adaption. The Board may approve, modify, revise or veto any Committee recommendations. All official WGNA Policies and Positions will be written, recorded in Board meeting minutes and published.

The President is the official WGNA spokesperson. Board may additionally authorize a Committee Chair, Vice Chair and/or one or more Board members to publicly represent the Board's official Policies and Position. All designated representatives must, during presentation, provide a written copy of WGNA's official Policy or Position for clarity. The Committee Chair, Vice Chair or WGNA members will not publicly or privately misrepresent WGNA official written Policies or Position/s to any elected officials, government staff, individuals, or groups.

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Officers and Directors will participate in least one (1) Board Committee, and as required other community, City Council, Board and Commission meetings, United Neighborhoods and neighborhood leader groups and other WGNA Activities and projects for a total of at least ten (10) hours per month with more hours per month if they volunteer to be on multiple Committees or other duties. If participation falls below minimum participation level, the Board will discuss with the Officer or Board member/s if they can actively perform their expected duties and active participation or if resignation is more appropriate, so another WGNA member can actively participate on the Board.

Section 7. OFFICERS AND DIRECTORS STANDARD OF CONDUCT.

a) General: A Director shall perform his/her duties, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of WGNA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. An Officer or Director in performing their duties shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) One (1) or more Officers or Directors of this corporation whom the Director believes to be reliable and competent as to the matters presented;
- (ii) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- (iii) A Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

b) A person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

c) The liability of the Directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law per California Corporation Code paragraph (10) of subdivision (a) of Section 204.

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ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

- a) A Nominating Committee of five (5) members, two (2) of whom shall have served on the previous committee, shall be elected at the Annual Meeting. Vacancies in the Committee shall be filled by the Board of Directors.
- b) The Nominating Committee shall report to the membership in the Notice of the Annual Meeting with a slate containing nominees for all elective positions including the Nominating Committee.
- c) In an election when mail-in/ return ballots are not being used, nominations are then accepted from the floor, provided that the nominee meets the qualifications, is present and consents.
- d) If mail-in/ return ballots are being used in an election, no nominations will be accepted from the floor. Any member meeting the qualification for office who has submitted a statement of interest to the Nominating Committee within the announced time frame shall be included in the ballot.

Section 2. ELECTIONS.

- a) Officers, Elected Directors, and the Nominating Committee shall be elected at the Annual Meeting of the Association.
- b) Voting shall be by electronic or paper ballot. Mail-in/ return ballots may be used.
- c) Election shall be by a plurality of those voting, provided that the number of voters is equal to at least 10% of the memberships.

ARTICLE VII: FINANCE

Section 1. FISCAL YEAR. The fiscal year of the Association shall be June 1 to May 31.

Section 2. DISSOLUTION OF THE ASSOCIATION. In the event of dissolution of the Association, its assets after payment of all indebtedness, obligations, and cost of dissolution, shall be distributed by action of the Board for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501 (c)(4) of the Internal Revenue Code, or shall be distributed to the local government for a public purpose related to the Willow Glen Community.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Section 1. AMENDMENTS. Amendments to the By-Laws may be proposed by the Association, the Board, or at a request made to the President by twenty-five (25) members of the Association, all of whom have been dues-paying members during the preceding six months.

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a) **ASSOCIATION.** These By-Laws may be amended or revised at an Association meeting or by mail-in/return ballots by a 2/3 vote of members, provided that the number of voters is equal to at least 10% of the memberships and that notice of the proposal and manner of voting has been given.

b) **BOARD OF DIRECTORS.** With the exception of Article IV, Section 1 and Section 2 or the adoption of a new set of By-laws, the Board of Directors may amend these By-laws by a 2/3 vote of its members; provided, notice of such proposal has been given at the previous Board meeting and notice sent to those Board members not present at the meeting. The General Membership shall be notified of any By-Law changes in the newsletter and/or at the Annual meeting.

ADDENDUM: An Alliance between WGNA and the San Jose Youth

Commission *(adopted by the WGNA Board of Directors 6/6/10)*

The Willow Glen Neighborhood Association (WGNA) in association with the City of San Jose Youth Commission will participate in a "Youth Commissioners" internship program.

This document will serve as an addendum to the current By-Laws dated March 9, 2005, and is intended to clarify and modify the existing document in support of the following information. It is understood that this addendum will become part of the original By-Laws when passed by a majority of the members of the WGNA Board of directors on June 16, 2010.

This appendix is a supplemental addition to the By-Laws, detailing and updating the information found in the main work and will contain additional terms specific to the "Alliance between the WGNA and the San Jose Youth Commission". It is clear that this addendum is modifying the By-Laws.

This agreement is defined as a state of agreeing, harmony of opinion and conformity among the members of the WGNA Board. The terms of this agreement supersede any terms stated in the original By-Laws and are specific to this alliance only.

One member and an alternate member of the San Jose Youth Commission will be given one seat on the WGNA Board with full voting rights and privileges as any other board member. The term of service will be one (1) year. The San Jose Youth Commission, not the Neighborhood Association, will select commissioners. The Youth Commissioners will be interviewed and accepted by the WGNA Board President and/or another Officer of the Association. The two commissioners will be from different Districts.

San Jose Youth Commission and Youth Advisory Council (YAC)

The San Jose Youth Commission consists of eleven high school students who advise the City of San Jose on a broad range of youth services, issues and priorities. The Youth

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Leadership Development program is a priority in San Jose. The City has identified programs and opportunities to help train tomorrow's community leaders as part of its' continuing commitment to strong youth leadership. The Youth Commissioners work with City Staff to develop proposals to enhance and ensure this program's future.

Youth Commissioners provide direction and momentum to the Youth Advisory Council (YAC) within his/her district cultivating its' members leadership skills. Youth Commissioners and their respective YAC`s are established for the purpose of advising the City Council on youth-related issues and providing ongoing input on policies affecting the future of San Jose's youth. YAC`s in each city district inform commissioners about the needs and concerns of youths in the community.

Members of San José's Youth Commission are striving for greater influence in city council decisions to improve and positively impact young people. Youth Commissioners represent the future leaders of our city and the WGNA Board believes it is advantageous to provide them a voice and real-life experience of productive community service in partnership with elected Willow Glen board members and WGNA committees.

ADDENDUM: Privacy Policy *(adopted by the WGNA Board of Directors 4/12/06)*

The Willow Glen Neighborhood Association (WGNA) does not sell, share, or otherwise distribute personal information, except by court order.

The WGNA membership database is maintained by, and accessible to, only Officers or Members of the WGNA Board.

WGNA may, from time to time, distribute information (electronically, by phone, or by mail) to our members on behalf of others, such as elected officials, City or County departments, emergency responders, etc. WGNA will not distribute information for commercial or political interests.

WGNA members who have expressed an interest in receiving information on specific topics (e.g., traffic, parks, or schools) may receive additional flyers or emails on those topics. WGNA members who have indicated a willingness to volunteer for specific activities (e.g., tree plantings or special events) may be contacted by WGNA representatives concerning those activities.

The WGNA eList is a list of subscribers to the neighborhood list-serve email service. The register of subscribers is distinct from the WGNA membership database. While WGNA will not share the personal information, as outlined above, the use of the eList does reveal the user's email address to all subscribers of the eList, and to anyone to whom they may have forwarded an email. It is against eList rules and guidelines, as spelled out in the www.wgna.net/welcome_message.htm, to sell, share,

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or otherwise distribute another subscriber's email address or other personal information for commercial purposes without the subscriber's permission.

WGNA maintains a webpage (or set of webpages) containing community recommendations. To avoid the risk of slander or anonymous self-promotion, recommendations are only posted if the person making the recommendation is prepared to stand behind the comments. This is to allow others who are interested in a subject to contact the person making the recommendation for confirmation or additional details. However, since the webpage is available to everyone on the World Wide Web, there is the danger of others "harvesting" email addresses from the webpage. Accordingly, WGNA will not post a recommendation to the webpage unless specifically granted permission to include the quote with attribution. This permission is granted by the person including the phrase "okay to quote" (or similar phrasing) somewhere in the message or subject line.

The WGNA Privacy Policy may be amended by the Board as needed. Changes will be publicized by a notice on the WGNA webpage (www.wgna.net), by eList, and by notice in the next WGNA newsletter.

ADDENDUM: Financial Operating Policy (*adopted by the WGNA Board of Directors 4/17/13*)

Background

Responsible management of other people's money requires competence and integrity. For nonprofits and volunteer organizations without certified and bonded staff, financial matters are the responsibility of the Board of Directors and built on trust and a mutually understood process. The WGNA has operated on trust and community 'good will'; but today, that is not enough.

Purpose

A clear and simple policy would codify the essence of best practices and: provide guidance for managing our funds; improve the efficiency in processing financial matters; and better inform the board, committees and membership.

Financial Operating Policy: Fund Raising

General Membership shall be defined as stated in the Bylaws. Business / Corporate Membership shall be considered support for the purpose and work of the WGNA and not be a voting membership. Contributions with no specific notation on the check or by attachment shall be considered for the general purpose and work of the WGNA.

Contributions with specific notation on the check or by attachment shall be considered for the project, event or purpose noted. Fund Raising – Sales of WGNA property shall accrue to the general fund unless otherwise directed by Board action.

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Expenses

Operating Expenses shall be considered as those essential to ongoing maintenance of the organization; and if over \$50 shall be approved by the President and one (1) Board Officer.

Project, event or special purpose items estimated to have expenses more than \$100 and less than \$500 shall have a brief plan or description to include an estimated max cost approved by the President and 1 (one) Board officer.

Projects, events or special purpose items estimated to have a expenses \$500 or more shall have a plan and revenue/expense budget with estimated max cost noticed to all Board members 2 weeks in advance, and approved by Board majority vote.

Payments

Direct payments for goods, services or other shall:

- a) require evidence of receipt
- b) valid invoice with description of that received, and name of supplier
- c) shall be paid within 30 business days of receipt or date requested.

Reimbursements for approved expenses shall require evidence of receipt and valid invoice with description of that received and name of supplier; and upon delivery to the Treasurer be paid within 45 business days.

Reports

Projects, Events or Special Purpose activities shall have a plan and budget; and shall be tracked and reported, as part of the Treasure's monthly report, (in summary or detail as appropriate). Tangible Assets and Inventory of the organization shall tracked and reported in the Treasure's monthly report, (in summary or detail as appropriate).

Reports: All bank records shall be maintained and available to the Board in paper, digital media and/or on line.

Monthly financial reports shall be kept and reported in a standard cash flow / financial report manor or otherwise approved by the Board.

Financial accounting and reports should be facilitated by use of software application requiring only basic accounting and computer skills, and should be transferable to succeeding Treasurer officers.

Any call for an audit of the financial records of the WGNA shall require 20 business days advance written notice and must be approved by the President and 3 Board officer(s).