

By-Laws–Old Mountain View Neighborhood Association

December 22, 2024 Revision E.1¹

(Replaces January 22, 2024 Revision E Revision D.1, October 4, 2010)

Last Amended at OMVNA General Meeting Dec 22, 2024 and OMVNA Meeting Jan 22, 2024

GREEN HIGHLIGHT is minor corrections to language.

YELLOW HIGHLIGHT is a proposal to add 2 more at large members.

Article I. Purpose

The purpose of the Old Mountain View Neighborhood Association (“OMVNA”) is to promote and advance neighborhood goals and to preserve and enhance the welfare of the neighborhood.

OMVNA will seek to:

1. Encourage community responsibility, identity, and pride.
2. Collect and disseminate information of interest to residents.
3. Provide a forum for the expression of wishes and grievances of residents, and to act as liaison between neighborhood residents and the City of Mountain View.
4. Promote cultural, civic, social, educational, and recreational activities for the benefit of the residents of the Old Mountain View neighborhood.
5. Coordinate with and support other community organizations and activities as appropriate.

Article II. Membership

1. Membership shall be composed of all residents and all non-resident residential property owners in the neighborhood bordered by El Camino Real, Highway 85, Evelyn Ave., and Shoreline Blvd., within the City of Mountain View, CA.
2. Voting privileges shall be limited to members who are sixteen years of age or older.
3. Members are encouraged to donate one dollar a year to pay for the activities of OMVNA.
4. Members shall not have proxy or cumulative voting privileges.

5. The membership shall have the right to elect all Steering Committee Members of OMVNA.
6. The membership shall have the right, subject to the requirements of a quorum and majority as hereinafter provided to:
 - A. Determine the policies of OMVNA except as otherwise provided herein.
 - B. Authorize expenditure of OMVNA funds except as otherwise provided herein.
 - C. Authorize the Association to enter into agreements or arrangements of any kind or nature.
7. Only resident members of OMVNA shall be eligible to be Steering Committee Members of the association.
8. No person shall be prohibited from having **their** name included on the ballot of an OMVNA election based on any other criteria including race, age, gender, country of national origin, religion, sexual preference, office held in this or any other organization, location of residence within the Old Mountain View neighborhood, or whether **they** owns or rents the property where **they** lives.

Article III. Steering Committee Members

The Steering Committee Members of OMVNA shall be Chairperson, Vice Chairperson, Secretary, Treasurer, Newsletter Editor, Community Liaison Officer, **and a minimum of two (2) and up to four (4) two "at large" members.** The duties of the Steering Committee Members shall be such as usually pertain to their respective offices and as herein defined:

1. The Chairperson shall preside at all membership meetings. The Chairperson shall appoint all committees not otherwise provided for herein with the advice and consent of a majority of the Steering Committee, and shall be an ex-officio member of all committees except the Nominating Committee. The Chairperson shall serve as delegate of OMVNA to all federations, organizations, committees, or conferences to which OMVNA belongs or decides to send representatives. The Chairperson may request that another Steering Committee member serve as OMVNA's representative, and may also revoke such a request at any time without prior notice.
2. The Vice Chairperson shall serve as Chair in the absence of the Chairperson. The Vice Chairperson, in consultation with the Steering Committee, shall prepare agendas for Steering Committee and General meetings. The Vice Chairperson shall serve as alternate OMVNA representative to outside organizations if the Chairperson is unavailable.

3. The Secretary shall keep minutes of Steering Committee meetings and General meetings, and shall keep a roll of the Steering Committee Members, sub-committee members, and other members. The Secretary shall gather and preserve records of OMVNA's activities, and make these records available upon request to members of OMVNA. The Secretary shall be responsible for all correspondence and official notices of OMVNA, including notices of meetings. The Secretary shall maintain a list of all correspondence, names, addresses, and phone numbers. The Secretary shall maintain a current active membership roster of OMVNA as derived from sign-in sheets collected from meetings.
4. The Treasurer shall receive and disburse all funds of OMVNA and shall maintain records in accordance with the procedures prescribed in the **By-laws**.
5. The Newsletter Editor shall be responsible for the publication of the OMVNA newsletter. All official actions and decisions of OMVNA or its Steering Committee shall be reported in the Newsletter.
6. The Community Liaison Officer will receive meeting agendas, minutes, publications and other information from the City or other organizations, as directed by the Steering Committee. The Community Liaison Officer will provide summaries of important information to the Steering Committee, prepare reports for publication in the Newsletter, and keep OMVNA apprised of ongoing and future activities of the City and other organizations that may impact the Old Mountain View Neighborhood.
7. The **two** "at large" members will be assigned various tasks, as the Steering Committee deems necessary. These positions are intended to provide a starting place on the Steering Committee for those individuals in the neighborhood that may be hesitant to fulfill one of the other more structured positions. Individuals elected to one of these positions should expect to help out with Steering Committee business on an "as needed" basis and attend all meetings.
8. **A minimum of two (2) and up to four (4) at-large members are required to serve on the Steering Committee. The Steering Committee shall be considered operational and capable of fulfilling its duties once at least two (2) at-large members have been elected or appointed. In the event that fewer than four (4) at-large positions are filled following the election, the Steering Committee retains the authority to appoint a qualified individual(s) to any vacant positions, provided there is expressed interest. Any individual appointed to an at-large position shall serve for the remainder of the current year.**
9. A Steering Committee Member may be removed from office by the Steering Committee if the Steering Committee member knowingly breaches the OMVNA by-laws. Related charges shall be brought before the Steering

- Committee at one of its monthly meetings. Removal from office will require a two-thirds vote of the Steering Committee members. A Steering Committee Member may also be removed from office by a process starting with a written complaint of 3 or more OMVNA members. Such complaint shall be submitted to both the Chairperson and Secretary. A hearing of the charge or charges, before the membership, shall be scheduled for the next general membership meeting, or at special membership meeting not less than two weeks nor more than six weeks after the submission of the complaint. Disposition of the charges shall be determined by secret written ballot. Removal will require two thirds of the members present and voting.
10. In the event that a Steering Committee Member position becomes vacant prior to the completion of the elected term, whether caused by resignation, removal, illness, relocation, or any other reason, the Steering Committee may appoint one of the “Members at Large” or other qualified OMVNA member to the vacant position until the next general membership meeting at which elections are to be held. If the office of Chairperson becomes vacant, the Vice Chairperson will automatically become the Chairperson.
 11. A Steering Committee member who fails to attend 3 out of any 4 consecutive meetings (counting both Steering Committee Meetings and General Meetings) shall be considered to have tendered ~~their~~his or her resignation from the Committee. An individual who arrives more than 15 minutes late or stays for less than one hour (if the meeting lasts more than an hour) shall be recorded as having failed to attend the meeting. At the third missed meeting, the Committee shall vote to accept or not accept the resignation. If the resignation is accepted, the office the individual held will be declared vacant.
 12. Whenever a Steering Committee member has a financial or personal interest regarding purchasing decisions coming before the Committee, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested officers determine that it is in the best interest of the Neighborhood Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and ~~rational~~rational for approving.

Article IV. Steering Committee

1. There shall be **a minimum of eight** members of the Steering Committee. The members shall be elected for a term of one year. The Steering Committee shall consist of the **eight** members **(up to 10 members)** listed in Article III.
2. Members of the Steering Committee shall serve without compensation.

3. ~~The Chairperson of OMVNA shall concurrently serve as Chair of the Steering Committee. The Secretary of OMVNA shall concurrently serve as secretary of the Steering Committee.~~
4. The Steering Committee shall meet at least quarterly. A quorum of half the number of Steering Committee Members shall be required to conduct business.
5. Special meetings of the Steering Committee may be called, on not less than twenty-four hours notice, by the Chair, and shall be called by the Chair upon written petition of at least three members of the Steering Committee.
6. The Steering Committee shall make interim appointments to fill vacancies occurring in the positions of the Steering Committee. Such appointments shall be effective only until the next regularly scheduled election of OMVNA Steering Committee Members.
7. The Steering Committee shall appoint annually a Nominating Committee from the membership of OMVNA, consisting of not fewer than three people. The composition of the Nominating Committee shall be announced by the Steering Committee at a meeting of the Steering Committee, that is not less than two regular meetings prior to the general membership meeting at which elections are to be held.
8. The Steering Committee shall manage the affairs of OMVNA in compliance with these By-laws.
9. All Steering Committee meetings shall be open for attendance by any member of OMVNA.
10. The Steering Committee is empowered to review the contents of the Newsletter prior to publication.
11. ~~At Steering Ceommittee~~ meetings, votes may be taken on items as a part of conducting business. The voting members at ~~Steering Committee~~ meetings will be the ~~Steering Ceommittee~~ members, standing subcommittee chairs and ~~co-chair(s) and co-chairs~~. Each voting member ~~shallwill~~ have one vote, regardless of the number of ~~Steering Ceommittee, or~~ standing subcommittee chair or co-chair positions ~~theyhe or she holds~~. A quorum (which is at least half) of the voting members must be present to conduct a vote.

Article V. Subcommittees

Because the interests and needs of OMVNA are highly diversified and may change with time, the formation of ~~ad-hoc~~ subcommittees intended to address specific topical and/or thematic subjects is encouraged. The procedures for the formation of ~~ad hoc~~ subcommittees is as follows:

1. Upon receipt of a written request for the formation of an OMVNA subcommittee from three or more OMVNA members, the Chairperson will seek approval from the Steering Committee. The request shall include a brief statement of the purpose and goal(s) of the subcommittee, possible activities of the subcommittee, and the names of potential subcommittee members. Approval shall consist of a majority vote of the Steering Committee members present.
2. Upon establishment of a subcommittee, the subcommittee will provide to the Steering Committee the name of the person that will act as the subcommittee chair or co-chairs person. The term of office of subcommittee chairs shall be one year. If subcommittees continue activity for longer than one year, nominations for subcommittee Chairs shall be put forward by the Nominating Committee, and voted upon by the general membership following the same procedures as used for other OMVNA positions.
3. The subcommittee chair or co-chair shall provide reports of activities and accomplishments of the subcommittee to the Steering Committee on at least a quarterly basis.
4. The Steering Committee has the authority to disband a subcommittee.
5. Standing subcommittees will be established for a specific ongoing purpose by a majority vote of the Steering Committee. They may also be disbanded by a majority vote of the Steering Committee. These standing subcommittees are distinct from ad hoc subcommittees, which are established for a specific short-term purpose and disbanded when that purpose is accomplished or abandoned.
6. When any standing subcommittee is established, a chair or co-chairs for the standing subcommittee will be approved by a vote of the majority of the Steering Committee. Vacancies in the chair or co-chair positions of standing any subcommittees may be filled by a majority vote of the Steering Committee.
7. All members of all subcommittees, whether standing or ad hoc, including the chair and co-chair, shall will serve without compensation.

Article VI. Nominations for Steering Committee Members and Subcommittee Chairs

1. The Nominating Committee shall nominate one or more candidates for each position to be filled. These nominations shall be presented to the general membership in writing at least thirty (30) days prior to the annual election meeting of OMVNA. The Nominating Committee is required to nominate a minimum of two (2) candidates for the at-large member positions on the Steering Committee. The Committee may nominate up to four (4) candidates for these positions.

If no candidate can be found for one or more of the Steering Committee offices, those offices shall be presented to the general membership as "TBD." The Nominating Committee shall continue to search for a qualified candidate up until the Election meeting.

If a position is not filled by election, the procedures for filling vacant offices described in Article III shall apply. ~~The Nominating Committee shall nominate one or more candidates for each position to be filled. These nominations shall be presented to the general membership in writing at least thirty days prior to the annual election meeting of OMVNA. If no candidate can be found for one or more of the Steering Committee Offices, those offices shall be presented to the general membership as "TBD." The Nominating Committee shall continue to search for a qualified candidate up until the Election meeting. If the position is not filled by election, the procedures for filling vacant offices described in Article III shall apply.~~

2. Any member may make a nomination by notifying a member of the Nominating Committee in writing.
3. Nominations may be made from the floor at the meeting at which the election is held.
4. The Nominating Committee may not nominate the Chair of the Committee for any Steering Committee position.
5. A sample ballot shall be available for review by any qualified voter in both electronic and hard copy formats no later than two weeks before the election.

Article VII. Election of Officers

1. Election of all Steering Committee members and subcommittee chairs shall be held at the annual meeting of the membership to be held in the Fall and shall be presided over by the Chairperson of the Nominating Committee.
2. In the event of a contested position, a vote counter will be selected by the Chair of the Nominating Committee. Each candidate will have the option to appoint an observer of the vote counting process. Vote counting will proceed by Robert's Rules of Order.
3. All individuals shall be elected for a term of twelve months, from January 1 to December 31.
4. Steering Committee members and subcommittee chairs shall be elected by secret, written ballot for contested positions. The candidate receiving the largest number of votes is declared the winner. For uncontested positions, the Chair shall ask for a single voice vote approval from the members present.
5. Elections in 2009 and prior years that occurred outside the months of September or October are valid if they otherwise complied with the by-laws then in effect.

Article VIII. Financial Affairs

1. The fiscal year of OMVNA shall begin on the first day of January and end on the last day of December in each year.
2. The Treasurer shall maintain records in accordance with generally accepted accounting principles. At the Annual election meeting the Treasurer shall submit an accounting of all income and disbursements for the preceding twelve months.
3. The Treasurer shall be responsible for filing any necessary legal financial forms that may be required.
4. The Treasurer shall collect and deposit all OMVNA ~~monies~~ in a local bank that is a member of the Federal Deposit Insurance Corporation, except that a twenty-five dollar petty cash fund shall be maintained.
5. The annual budget shall be submitted by the Treasurer for the approval of the membership at the fall meeting of OMVNA. Approval of the budget shall constitute authorization for disbursements hereunder. Except as provided herein, all other disbursements shall first be approved by the Steering Committee and shall be made by check signed by the Treasurer and countersigned by the Chairperson or Vice Chairperson ~~or debit card authorized by the Treasurer, Chairperson or Vice-Chairperson.~~ The Treasurer is authorized to make disbursements from the petty cash fund.
6. All decisions on allocation of funds at a ~~Steering Ceommittee~~ meeting must be approved by a majority of the voting members.

Article IX. Meetings

1. Members
 - A. General meetings of the membership shall be held quarterly, unless the Steering Committee directs otherwise.
 - B. For business to be enacted, a quorum of fifteen (15) members must be present.
 - C. Except as otherwise provided herein, decision on all matters brought before the membership will be determined by a majority vote of the members present and voting.
2. Special
 - A. Special meetings of the membership may be called by the Chairperson or by the Steering Committee.
 - B. A special meeting of the membership may also be called within fourteen days upon written petition subscribed by at least twenty members submitted to the Chairperson or to the Steering Committee.

- C. Written notice of any special meeting shall be given to the membership at least ten days prior to the date of such meeting. Said notice shall state the place, day, hour, and purpose of such meeting.
3. Procedures at Membership Meeting
 - A. These By-laws and the latest edition of Robert's Rules of Order shall govern the order of business at general or special meetings of the membership.

Article X. Amendment of By-laws

These By-laws may be amended by a two-thirds vote of the members present and voting at a general or special meeting, provided that:

1. The proposed amendment shall have been submitted in writing and proposed and seconded at a previous general membership meeting, and
2. Distributed to all members in writing not less than seven and not more than 50 days prior to the date of the meeting.

Article XI. Dissolution

In the event of the dissolution of OMVNA, all the property and assets of OMVNA shall be distributed to the Community Services Agency of Mountain View. Under no circumstances shall any of the property and assets of OMVNA during its existence and/or upon its dissolution be distributed to any officer, member, or committee of OMVNA.