

**BYLAWS OF THE  
EL QUITO VILLAGE  
NEIGHBORHOOD ASSOCIATION  
("EQNA")**

**Article 1      Establishment of Association**

1.1      This association shall be known as El Quito Neighborhood Association ("EQNA"), and shall be a non-profit organization, incorporated under the laws of the State of California. The principal location of EQNA shall be in Saratoga, California. The EQNA neighborhood ("**Neighborhood**") is defined, approximately, as the area bound by the Saratoga streets of Saratoga Ave, Quito Road, and Highway 85.

1.2      The purpose of EQNA shall be to improve the quality of life in our Neighborhood. To that end, EQNA would strive to promote a sense of community within the Neighborhood, provide a community voice, advise the City of Saratoga and other entities whose policies and decisions affect the Neighborhood, work in concert with the Neighborhood and other associations to support policies and decisions which will preserve the unique and historic character of the Neighborhood, and our quality of life.

**Article 2      EQNA Membership**

2.1      Direction. Full and complete authority for the direction of EQNA shall be vested in its general membership meetings, during which every member present is entitled to participate and vote.

2.2      Eligibility. All adult residents or residential record property owners of a lot ("Lot") within the Neighborhood are eligible as members in EQNA. Membership is granted to those eligible residents who have registered for membership with EQNA ("Member"). Membership does not require the payment of a membership fee. Proof of membership is satisfied by verification of address provided to EQNA, upon request. Such documentation may be required prior to exercise of membership rights. Membership for any particular member continues until his or her ownership/residency terminates.

2.3      Non-Voting Members. EQNA is open to participation by individuals not living in, or owning property in the Neighborhood. However, such individuals are not entitled to be voting members of EQNA.

**Article 3      Membership Meetings**

3.1      Annual Meeting/Elections. An annual meeting of the Members shall be held each year. Notice of the meeting time and location must be communicated to members no less than 10 days prior to the meeting date. Notification may be either by annual mailing, posting in a prominent place in the Neighborhood, by publication in an official newsletter, email, on the website or by individual notices. At the meeting, directors shall be elected and other proper business may be transacted. Unless unusual conditions exist, Members' meetings shall not be held outside of the city of Saratoga.

3.2      Regular Meetings. The date, time and place for regular meetings shall be posted on the EQNA website and announced at the annual meeting. The frequency of the meetings will

be determined by the president, or by a majority of the Board. Agenda items will be posted on the website and/or via email no less than 4 days prior to the next meeting.

3.3 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors (“Board”).

3.4 Quorum. The presence at the meeting of the majority of the Board shall constitute a Quorum. Alternatively, two Board members and at least five non Board members will constitute a quorum.

3.5 Voting. To elect Directors or to vote on propositions, proposals, etc. brought before the membership for action, each Member shall be entitled to one (1) vote per Lot. Cumulative voting may not be used. When more than one (1) person holds title to or resides in a Lot, all such persons collectively shall be the Member for that Lot. EQNA is entitled to presume that any ballot tendered by one or more owners/residents of a Lot was the result of agreement by all other owners/residents of such Lot. If conflicting ballots are cast by owners/residents of a Lot, the owner’s vote will be counted. Generally, only members present at general meetings are eligible to vote.

3.6 Proxies. At all meetings of Members, each member may vote in person or by proxy. All proxies shall be in writing, dated for the day of the meeting, signed by the Member and delivered before the meeting by the Member named in the proxy to the Secretary, as authorized to cast the vote for the signer.

3.7 Secret Ballots. Voting by the Members for the Board of Directors shall be by secret ballot. “Secret Ballot” means that reasonable steps will be taken to assure ballots are carefully collected and protected by EQNA from inspection by members.

#### **Article 4 Board of Directors**

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation, or By-laws regarding actions that require approval of the Members, the activities and affairs of EQNA shall be managed by the Board of Directors (“Board”), and all corporate powers shall be exercised, by or under the direction of the Board. Officers of the Board shall consist of a President, a Vice President, a Secretary, a Membership Director, and a Treasurer. Insofar as possible, membership on the Board shall reflect all geographic parts of the Neighborhood.

#### **Article 5 Duties of the Officers**

5.1 Duties of the President. It shall be the duty of the President to conduct all general membership and Board meetings, to represent the organization publicly, and to make whatever appointments as necessary for the effective operation of EQNA.

5.2 Duties of the Vice President. It shall be the duty of the Vice President to assist the President, to preside over meetings in the President’s absence, to represent the organization on public occasions, and to fulfill the duties of President if that officer is unable to continue.

5.3 Duties of the Secretary. It shall be the duty of the Secretary to record the minutes of all general membership meetings and Board meetings and to conduct official correspondence. The Secretary shall keep a record of members present at general meetings and Board meetings.

5.4 Duties of the Treasurer. It shall be the duty of the Treasurer to gather, protect, disburse, and keep appropriate records of all funds obtained and expended by EQNA.

5.5 Duties of the Membership Director (optional). It shall be the duty of the Membership Director to verify the address of any potential members, and to keep an up-to-date roll of the members. This is an optional position in that its duties may be performed by one of the above board members.

## **Article 6      Function of the Board**

### 6.1      Powers and Duties

It shall be the duty of the Board to:

1.      Enforce and carry out, as deemed appropriate by Board's judgment, the By-laws, and any rules and regulations behalf of the EQNA general membership.
2.      Inform the general membership of Board actions as well as of neighborhood and city issues of importance and interest.
3.      Keep a complete record of all its acts and corporate affairs.
4.      Delegate duties to Committees and supervise all officers and agents of EQNA, and to see that their duties are properly performed.
5.      Make rules for the government of the Board, fix the time for Board meetings, and method of calling said meetings.
6.      Facilitate the annual election of officers of the Board.
7.      Fill vacancies of the Board.

6.2      Meetings of the Board. Meetings of the Board are to be held as often as necessary to conduct business but in no event less than quarterly. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

6.3      Action without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

6.4      Closed Meetings. Board meetings may be closed to consider litigation, sensitive matters and/or 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.

## **Article 7      Limitations on Board and Officers**

All officers and members of the Board at large shall be elected for a one (1) year term. No member shall serve more than four (4) consecutive terms in any one office or position on the Board. No member shall hold more than one (1) office at a time, except with the option of the Membership Director. Each member of the Board is to avoid conflicts of interest, or the

appearance thereof, between their political, personal, professional, and financial interests and the stated purpose of EQNA.

## **Article 8 Election of the Board**

8.1 Elections. Elections for the Board shall be held once each year at the general membership meeting, otherwise known as the “Annual Meeting.”

8.2 Qualifications. All candidates for the Board, both officers and at-large, must be members of EQNA in good standing at the time of their nomination to the Board.

8.3 Resignation and removal of Board member. Any board member may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given, unless it specifies a later date. If a vacancy occurs during the year, the Board shall appoint a replacement for the remaining term.

## **Article 9 Accounting for Funds**

9.1 Authorization. Any expenditure of more than fifty dollars (\$50.00) must be authorized by a majority of the Board, or a majority vote of a general membership meeting.

9.2 Accounting. The Treasurer shall prepare and provide a complete accounting of receipts and disbursements annually.

## **Article 10 Committees**

10.1 Appointment of Committees. Committees, standing or special, shall be appointed by the President of EQNA, with the approval of the Board and shall have a designated chair. The President shall be an ex-officio member of all committees.

10.2 Recommendations to the Board. Committee recommendations for action shall be sent to the Board. Committee reports shall be made to the Board and an annual report to the general membership shall be made.

## **Article 11 Amendment of these Bylaws**

These Bylaws may be amended by a 2/3 vote of the members present and voting at any general membership meeting; provided the proposed amendments were distributed at least two (2) weeks prior to the meeting. Other than the adoption of a new set of Bylaws, the Board also may amend these Bylaws by a 2/3 vote of its members; provided the proposed amendments were distributed at least two (2) weeks prior to the meeting at which the vote occurs. The general membership shall be notified of any Bylaw changes.

## **CERTIFICATION**

We, the undersigned members of the Board of Directors of EQNA do hereby sign the foregoing Bylaws effective as of December 18, 2008 .

Lori Ellingboe  
(President)

/s 12/18/08  
(Member of the Board)

Jennifer Cauble  
(Vice-President)

/s 12/18/08  
(Member of the Board)

Teresa Mills  
(Secretary)

/s 12/18/09  
(Member of the Board)

Jim Gensheimer  
(Treasurer)

/s 12/18/09  
(Member of the Board)

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(Membership Director)

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(Member of the Board)

(12/18/2008)