

RECOMMENDED AMENDMENTS TO
PICFAIR VILLAGE COMMUNITY ASSOCIATION BYLAWS

ITEM 1

ARTICLE I – NAME AND GEOGRAPHIC BOUNDARIES

Section 2. Geographic Boundaries of the Association

The Association shall be the area bounded by the center lines of the following streets – all within the City and County of Los Angeles, California, U.S.A.:

- Pico Boulevard ~~on the North~~
- Hauser Boulevard ~~on the East~~
- Venice Boulevard ~~on the South~~
- Fairfax Avenue ~~on the West~~

PROPOSED AMENDMENT:

ARTICLE I – NAME AND GEOGRAPHIC BOUNDARIES

Section 2. Geographic Boundaries of the Association

The Association shall be the area bounded by the center lines of the following streets – all within the City and County of Los Angeles, California, U.S.A.:

- **South side of** Pico Boulevard
- **West side of** Hauser Boulevard
- **North side of** Venice Boulevard
- **East side of** Fairfax Ave

PURPOSE: to clarify boundaries created for Picfair Village by the City

ITEM 2

ARTICLE III – MEMBERSHIP

Section 1. General membership

Membership in the Association shall be open to any person who resides ~~or manages a business~~ within Association boundaries.

PROPOSED AMENDMENT:

Section 1. General membership

Membership in the Association shall be open to any person who resides, owns or **rents property** within Association boundaries.

PURPOSE: to clarify membership, focusing on those that have a direct stake within the boundaries.

ITEM 3

ARTICLE III – MEMBERSHIP

Section 2.

A. Requirements for Becoming a Member

(1) ~~Must be at least age eighteen.~~

PROPOSED AMENDMENT:

Section 2.

A. Requirements for Becoming a Member

(1) **No age restriction, but voting rights restricted to 18 years and up.**

PURPOSE: to encourage participation from all ages.

ITEM 4

ARTICLE III – MEMBERSHIP

Section 2.

A. Requirements for Becoming a Member

(2)

(c) Is the ~~principal~~ owner of a business that has a site within the Geographic Boundaries of the Association.

~~(d) Is the principal manager of a business that has a site within the Geographic Boundaries of the Association.~~

~~B. Requirements for Continuing Membership~~

~~These requirements are the same as the Requirements for Becoming a Member. See Article III, Section 3, Subsection A.~~

PROPOSED AMENDMENT:

ARTICLE III – MEMBERSHIP

Section 2.

A. Requirements for Becoming a Member

(2)

(c) Is the owner of a business that has a site within the Geographic Boundaries of the Association.

PURPOSE: to eliminate a manager of a business becoming a stakeholder and the need for “continuing membership”

ITEM 5

ARTICLE III – MEMBERSHIP

Section 5. Termination of Membership.

A person’s Association membership will be terminated when the Requirements For Membership detailed in this Article III, Section 2 cease to be fulfilled, or by resignation.

Resignation may be accomplished by notifying the Secretary, ~~preferably in writing~~.

PROPOSED AMENDMENT:

ARTICLE III – MEMBERSHIP

Section 5. Termination of Membership.

A person’s Association membership will be terminated when the Requirements for Membership detailed in this Article III, Section 2 cease to be fulfilled, or by resignation. Resignation may be accomplished by notifying the Secretary **or Assistant Secretary in writing**.

PURPOSE: to clarify language and add Assist. Secretary.

ITEM 6

ARTICLE III – MEMBERSHIP

Section 6. Awards.

The General Membership may confer, by majority vote, either the award of “Honorary Member of Picfair Village Community Association” or the award of “Picfair Village Community Association Award of Distinction” (or similar title) upon any person it chooses. Such an award will be a token of the Association’s esteem, appreciation, etc. The recipient, however, cannot

vote in Association meetings or hold any Association office, unless he or she shall be an Association Member via Section 3. Any such award may be rescinded by a ~~two-thirds~~ vote at a General membership meeting.

PROPOSED AMENDMENT:

ARTICLE III – MEMBERSHIP

Section 6. Awards.

The General Membership may confer, by a **simple majority vote**, either the award of “Honorary Member of Picfair Village Community Association” or the award of “Picfair Village Community Association Award of Distinction” (or similar title) upon any person it chooses. Such an award will be a token of the Association’s esteem, appreciation, etc. The recipient, however, cannot vote in Association meetings or hold any Association office, unless he or she shall be an Association Member via Section 3. Any such award may be rescinded by a **simple majority vote**.

PURPOSE: to eliminate majority defined by fractions.

ITEM 7

PROPOSED AMENDMENT:

ARTICLE IV – OFFICERS

Section 1. The Officers of the Association shall be elected for a term of one year, and shall be in the following hierarchical order:

A. PRESIDENT

The President shall act as Chief Executive Officer of the Association. ~~In this document, the term “President” shall mean the presiding officer of an Association activity at a particular time, which usually would be the elected President.~~ Additional duties of the President include:

- (1) Presiding over all Association meetings.
- (2) Be, by virtue of his/her office, the Chairman of the Board of Directors.
- (3) Have the control and management of the affairs of the Association.
- (4) ~~Be responsible for communicating the agenda as set by the Board and meeting notices for Association quarterly or special meetings.~~
- (5) ~~Be responsible for communicating the agenda and meeting notices to the Secretary for typing, reproducing and distributing to Block Captains.~~
- (6) Communicate with Association representatives on a regular basis on matters that

concern the Association that shall be presented to the P.I.C.O. Neighborhood Council's Board of Directors.

(7) Present at each annual meeting of the Association an annual report of the work of the Association.

~~(8) See that all books, reports and certificates required by law, P.I.C.O. Neighborhood Council, or the City of Los Angeles are properly kept or filed.~~

(9) Be an ex-officio member of all committees, with the exception of the Nominating Committee, of which he or she is not already a full-fledged member.

(10) The President shall be listed on the Association's bank account and shall be one of two principal authorized signatories on said account.

PROPOSED AMENDMENT:

ARTICLE IV – OFFICERS

Section 1. The Officers of the Association shall be elected for a term of one year, and shall be in the following hierarchical order:

A. PRESIDENT

The President shall act as Chief Executive Officer of the Association. Duties include:

(1) Presiding over all Association meetings.

(2) Be the Chairman of the Board of Directors.

(3) Have the control and management of the affairs of the Association.

(4) Be responsible for setting the agenda as determined by the Board. Agenda will then be sent to Assistant Secretary no later than 7 days prior to meeting.

(5) Coordinate and schedule with CD 10 Representative, LAPD Senior Lead Officer and any other invited speakers on the agenda.

(6) Be responsible for posting all information that may impact and/or be of interest to the Association, including but not limited to Land Use in and around neighborhood, events, and City Council issues. Information shall be emailed to membership and posting will occur on Association website, Nextdoor and Facebook.

(6) Ensure that P.I.C.O. NC Representative is presented with Association matters of interest and concern that should be presented to the P.I.C.O. Neighborhood Council.

(7) Present at each annual meeting of the Association an annual report of the work of the Association.

(9) Be an ex-officio member of all committees, with the exception of the Nominating Committee, of which he or she is not already a full-fledged member.

(10) Be Co-Chair the Fundraising Committee.

(11) Be listed on the Association's bank account and shall be one of two principal authorized signatories on said account.

PURPOSE: To give the President more operational duties outside of Association meetings.

ITEM 8

B. VICE-PRESIDENT

The Vice-President shall act as an assistant to the President, and shall perform the duties assigned to him or her by the President.

The Vice-President shall, during the absence or inability of the President to exercise his/her office, become acting President of the Association with all the rights, privileges, powers and responsibilities, as if he/she had been the duly elected President.

The Vice-President shall be listed on the Association's bank account. He/she shall be authorized to sign checks on behalf of the Association in the absence of one of the two authorized Officers to sign checks, i.e., the President and the Treasurer.

PROPOSED AMENDMENT:

B. VICE-PRESIDENT

(1) The Vice-President shall act as an assistant to the President, and shall perform the duties assigned to him or her by the President.

(2) Shall, during the absence or inability of the President to exercise his/her office, become acting President of the Association with all the rights, privileges, powers and responsibilities, as if he/she had been the duly elected President.

(3) Be responsible for creating the annual Association Meetings calendar and securing locations for meetings.

(i) In the event of a Special Meeting, the Vice-President shall be responsible for securing a location.

(4) Keep an inventory of signs and number of signs distributed to each member.

(i) Notify all sign holders to put out signs: Signs should be visible FIVE DAYS prior to meeting.

(5) Shall be listed on the Association's bank account. He/she shall be authorized to sign checks on behalf of the Association in the absence of one of the two authorized Officers to sign checks, i.e., the President and the Treasurer.

PURPOSE: To give the VP more operational duties outside of Association meetings.

ITEM 9

C. SECRETARY

The Secretary shall be responsible for:

(1) Maintaining all documentation used in conducting Association business, i.e.,

- i. Association Bylaws
- ii. All meeting minutes
- iii. Outreach proposals
- iv. A copy of all treasury reports
- v. A copy of committee reports
- ~~vi. Residential and business listings~~
- vii. Maintaining a current ~~Association membership list~~
- viii. Maintaining a current list of all committees and committee chairpersons and members
- ix. Meeting sign-in sheets
- ~~x. Certificates required by law, P.I.C.O. Neighborhood Council or the City of Los Angeles~~
- (2) Taking minutes at all Association meetings he or she attends, i.e., Executive Board Meetings, general meetings, etc.
- (3) Preparing the minutes to have them approved ~~at the next Association meeting.~~
- (4) ~~Receiving, validating when necessary and keeping current the nominations from the Nominating Committee (defined in Article VIII) and other nomination sources.~~
- (5) Receiving, validating and keeping current all petitions for Association Activities, such as Amendments to the Association Bylaws, Petitions to the Board of Directors, Petitions to revoke the Board of Directors, Nomination Ballots, etc.
- (6) Arranging with the Assistant Secretary for at least one of them to be present at each General membership meeting.

PROPOSED AMENDMENT:

C. SECRETARY

The Secretary shall be responsible for:

- (1) Maintaining all documentation used in conducting Association business, i.e.,
 - i. Association Bylaws
 - ii. All meeting minutes
 - iii. Agendas
 - iv. A copy of all treasury reports **and bank statements**
 - v. A copy of committee reports
 - vi. **Official PVCA logo and letterhead**
 - vii. Outreach proposals
 - viii. list of all committees and committee chairpersons and members
 - ix. Meeting sign-in sheets
- (2) Maintaining a current **Association contact database.**
- (3) Taking minutes at all Association meetings he or she attends **(Board of Director Meetings, Regular, Annual, and Special Meetings)**
- (4) Preparing the minutes to have them approved **by the Board within Two Weeks after said meeting.**
 - i. **Post approved minutes to Association website within 21 days of said meeting.**

- (5) Receiving, validating and keeping current all petitions for Association Activities, such as Amendments to the Association Bylaws, Petitions to the Board of Directors, Petitions to revoke the Board of Directors, Nomination Ballots, etc.
- (6) Arranging with the Assistant Secretary for at least one of them to be present at each **Association Meeting**.

PURPOSE: Reduce the work load on the Secretary.

ITEM 10

D. ASSISTANT SECRETARY

The Assistant Secretary shall act as an assistant to the Secretary, and his/her duties shall include (but not be limited to):

- ~~(1) Reproducing minutes for distribution to residents at the next Association meeting.~~
- ~~(2) Reproducing and distributing meeting flyers to Block Captains 2 weeks before the regular meeting and/or special meeting.~~
- (3) Reproducing and distributing meeting agenda at each meeting along with meeting sign-in sheet.
 - i. Distribution of agenda consists of placing agenda and sign-in sheet on the designated information table at the meeting place.

PROPOSED AMENDMENT:

D. ASSISTANT SECRETARY

The Assistant Secretary shall act as an assistant to the Secretary, and his/her duties shall include (but not be limited to):

- (1) Post General Membership Meeting Agenda on Association website, and other social media including but not limited to PVCA Facebook and Nextdoor at a minimum of Three Days prior to Meeting,**
- (2) Post Board of Director Meeting Agenda on Association website.**
- (3) Email Association all Regular and Special Meeting Agendas a minimum of three days prior to Meeting.**
- (4) Reproduce and distribute meeting agenda at each meeting.
- (5) Provide meeting sign-in sheet and any other relevant information

PURPOSE: Reduce the work load of the Secretary.

ITEM 11

E. TREASURER

The Treasurer shall maintain the financial records of the Association ~~and shall be the Chairperson of the Finance Committee (defined in Article VI)~~. The financial records of the Association must be available for inspection by any Association member, by appointment, after all General membership meetings and all Board of Directors meetings, or at any mutually agreeable time and place.

PROPOSED AMENDMENT:

E. TREASURER

The Treasurer's duties shall include (but not be limited to):

(1) Maintain the financial records of the Association. The financial records of the Association m

(4) Keep records of Association Annual Operations Costs.

(5) Be responsible for renewal of services found under operational costs in Best Practices.

PURPOSE: Expand the duties of Treasurer.

ITEM 12

~~F. IMMEDIATE PAST PRESIDENT~~

~~The Immediate Past President, if available, and if he or she has not been removed from office (causes for removal are defined in Article VI, Section 5) during his or her tenure as President, shall be a member of the Board of Directors. Since this is an assumed office, election is not necessary, except as provided in Section 4.B of this Article. Duties include:~~

~~(1) Advisor to the President~~

~~(2) Advisor to the Board of Directors~~

PROPOSED AMENDMENT:

None.

Purpose: Eliminate Role of Immediate Past President as it pertains to the Board.

ITEM 13

ARTICLE IV- OFFICERS

Section 2. Requirements for offices.

~~A. For the 13 months immediately following the original adoption of these Bylaws, Subsection B, C and F of this section are inoperative.~~

B. A candidate for any Association office must have attended at least ~~two~~ General membership Meetings or other ~~authorized Committee meetings or a combination of those two~~, within the preceding 12 months.

~~C. Length of Membership~~

~~1. A candidate for any Association office must be a current Association member for the past 6 months.~~

~~2. A candidate for either the office of Secretary or Assistant Secretary must be a current Association member and must have been a member of the Association for the past 2 months.~~

D. Non-Discrimination. Membership in the Association or candidacy for office or any other position in the Association shall not be denied due to the presence of or the lack of presence of any ~~of any~~ attribute of the following characteristics: race, color of skin, gender, creed, national origin, sexual orientation, political affiliation, socioeconomic status, land ownership, ~~physical handicap~~ (s), or age (provided that the candidate is at least as old as the minimum age of membership).

E. Term Limits: A candidate for president, Vice President or Treasurer must not have held that office for more than 3 terms (total time) of the preceding 4 terms, unless (i) There are no other Association members who are willing or qualified to serve in the office(s) in question, and (ii) The current officer agrees to continue to serve in his/her capacity, then the current officer may be a candidate for additional term(s) as necessary.

PROPOSED AMENDMENT:

ARTICLE IV- OFFICERS

Section 2. Requirements for offices.

A. A candidate for any Association office must have attended at least **one** General Membership, Annual or Special Meeting, **not including the Annual Meeting for which the candidate may be voted into office** within the preceding 12 months.

- B. Non-Discrimination.** Membership in the Association or candidacy for office or any other position in the Association shall not be denied due to the presence of or the lack of presence of any attribute of the following characteristics: race, color of skin, gender, creed, national origin, sexual orientation, political affiliation, socioeconomic status, land ownership, **disability (s)**, or age (provided that the candidate is at least as old as the minimum age of membership).
- C. Term Limits:** A candidate for President, Vice President or Treasurer must not have held that office for more than 3 terms (total time) of the preceding 4 terms, unless (i) There are no other Association members who are willing or qualified to serve in the office(s) in question, and (ii) The current officer agrees to continue to serve in his/her capacity, then the current officer may be a candidate for additional term(s) as necessary. **Current officer/Candidate will be subject to Voting Requirements as set out in ARTICLE IX-VOTING.**

PURPOSE: Simplify the text and reduce the required meeting attendance as it pertains to running for office.

ITEM 14

ARTICLE IV- OFFICERS

Section 3. Additional Duties of Officers.

- A. All Officers shall be members of the Board of Directors.
- ~~B. All Officers, except the Immediate Past President and the Secretaries, shall be regular members of the Finance Committee.~~
- C. All Officers shall attend Association ~~General~~ Meetings (defined in Article VII), unless they notify the Secretary with reasonable cause.

PROPOSED AMENDMENT:

ARTICLE IV- OFFICERS

Section 3. Additional Duties of Officers.

- A. All Officers shall be members of the Board of Directors.
- B. All Officers shall attend Association Meetings (defined in **Article VIII**), unless they notify the Secretary with reasonable cause. Attendance shall be defined as present during at least one half of meeting.

PURPOSE: remove the requirement of Finance Committee. Note that a Finance Committee can be created if the Board or Membership sees the need. Define

“attendance”. Eliminating “Genera” from Association Meetings will include Board of Director Meetings.

ITEM 15

ARTICLE IV- OFFICERS

Section 4. Vacancies Among the Officers.

A. If a ~~midterm~~ vacancy occurs among the Officers described in this Article, ~~with the exception of the Immediate Past president~~, the Nominating Committee will be ~~activated~~, and the vacancy will be filled at the next ~~appropriate~~ General membership meeting that occurs, with Proper Advance Notice For Meetings.

At that General Membership Meeting, the Association members will elect a person to fill the vacancy until the next Annual Meeting. If a Board of Directors Meeting occurs before the aforementioned General Membership Meeting, the Board of Directors, convening with Proper Advance Notice For Meetings, may choose to elect an “Acting” Officer, e.g., “Acting Treasurer”, who will serve until the above-mentioned General Membership Meeting occurs.

~~B. If the office of Immediate Past President becomes vacant, the entire remaining members of the Board of Directors, with a Proper Advance Notice For Meetings, may elect another Immediate Past Officer of the Association to fill the vacancy so created.~~

~~C. Finance Committee Member At Large position vacancy.~~

~~If a Member At Large position becomes vacant, the Nominating Committee will be activated, and subsequent Proper Advance Notice For Meetings will be given to the General Membership. A special election to fill out the term will be held at the next appropriate General membership meeting.~~

~~D. Nominating Committee vacancies.~~

~~Vacancies on the Nominating Committee occurring between the Annual Meetings shall be filled as defined in Article VIII, Section 2.~~

PROPOSED AMENDMENT:

ARTICLE IV- OFFICERS

Section 4. Vacancies Among the Officers.

A. If a vacancy occurs among the Officers described in this Article, the Nomination Committee will be **activated**, and the vacancy will be **voted on** at the next General membership meeting that occurs, with Proper Minimum Three Day Advance Notice for meetings.

At that General Membership Meeting **voting will occur.** (See **ARTICLE IX: Voting**) If a Board of Directors Meeting occurs before the aforementioned General Membership Meeting, the Board of Directors, convening with Proper Three Day Advance Notice For Meetings, may choose to elect an “Acting” Officer, e.g., “Acting Treasurer”, who will serve until the above-mentioned General Membership Meeting occurs.

PURPOSE: to eliminate excess language as well as streamline committee responsibilities and clarify Board Positions.

ITEM 16

ARTICLE V – BOARD OF DIRECTORS

Section 2. The Board of Directors shall be composed of the Association Officers (President, Vice-President, Secretary, Assistant Secretary, Treasurer ~~and Immediate past president~~) and the chairpersons of committees approved by the General Membership, except the Nominating Committee.

PROPOSED AMENDMENT:

ARTICLE V – BOARD OF DIRECTORS

Section 2. The Board of Directors shall be composed of the Association Officers (President, Vice-President, Secretary, Assistant Secretary, Treasurer and the chairpersons of committees approved by the General Membership, except the Nominating Committee.

PURPOSE: to clarify Board positions.

ITEM 17

ARTICLE V – BOARD OF DIRECTORS

Section 5 - Revoking of Board of Directors Membership

A. By Vote at a General Membership Meeting

(1).A petition, stating the name of the Board Member in Question, the office he or she holds, and the complaints against him or her (which may include any or all of the causes for termination detailed in the “Code of Conduct” in Appendix 1) must be signed by a minimum of 25 Association members ~~or at least 60 percent of the attendance of the most recent General membership meeting, whichever is greater.~~

This petition must be turned in to the Secretary, who will validate the signatures expeditiously. If the petition contains at least the required number of validated signatures, the Secretary will place a Removal From Office item on the agenda of the next ~~appropriate~~ General Membership Meeting from the validation date. The date of this next ~~appropriate~~ General Membership Meeting will be designated “Removal From Office vote date”.

2. Advance notice of this agenda item must be delivered to the Board Member in Question, if possible. Announcement of the agenda item must also be listed on the meeting notice ~~to the~~ General membership.

3. At the General Membership Meeting on the Removal From Office vote date, the removal from office requires a ~~two-thirds~~ majority of the votes cast by those present and eligible to vote. At any such meeting, the Board Member in Question cannot preside, and if a vacancy is created, a successor may be elected to serve until the next General Meeting.

PROPOSED AMENDMENT:

ARTICLE V – BOARD OF DIRECTORS

Section 5 – Revoking of Board of Directors Membership

A. By Vote at a General Membership Meeting

(1) A petition, stating the name of the Board Member in Question, the office he or she holds, and the complaints against him or her (which may include any or all of the causes for termination detailed in the “Code of Conduct” in Appendix 1) must be signed by a minimum of 25 Association members

This petition must be turned in to the Secretary **or Assistant Secretary**, who will validate the signatures expeditiously. If the petition contains at least the required number of validated signatures, the Secretary will place a Removal From Office item on the agenda of the next General Membership Meeting from the validation date. The date of this next General Membership Meeting will be designated “Removal From Office Vote Date”.

(2) Advance notice of this agenda item must be delivered to the Board Member in Question, if possible. Announcement of the agenda item must also be listed on the **Agenda** meeting notice **for the General membership meeting. All Petitions for Removal From Office must be presented to the membership in this manner. Withholding a Petition for Removal From Office from the membership shall be a violation of duty and will be cause for the immediate removal of the Board Member(s) responsible for withholding said Petition.**

(3) At the General Membership Meeting on the Removal From Office Vote Date, the removal from office requires a **simple majority of the votes cast by those eligible to vote**. At any such meeting, the Board Member in Question cannot preside, and if a vacancy is created, a successor may be elected to serve until the next General Meeting.

PURPOSE: to simplify petition requirement and clarify the timeline for removal. The intent is to swiftly address the issue so that the community and Association can continue to function properly. Since the President has the responsibility to oversee the all aspects of the Association, it falls on the President if a petition for Removal From Office is not presented to the membership in the timely manner as outlined. It is

not the responsibility of the Board to decide if a Petition has merit or not. It is the responsibility of the Board to carry out steps outlined in the bylaws.

ITEM 18

Article V - BOARD OF DIRECTORS

Section 6. A person removed from Board of Directors Membership by Section 5 of this Article:

A. Is automatically ousted from:

1. Any Association office he or she may hold.
- ~~2. Membership in the Finance Committee.~~
- ~~3. Finance Committee member at large.~~

PROPOSED AMENDMENT:

Article V- BOARD OF DIRECTORS

Section 6. A person removed from Board of Directors Membership by Section 5 of this Article:

A. Is automatically ousted from:

- (1) Any Association office he or she may hold.
- (2) Any Association committee.**

B. Cannot serve the Association in any Board or Committee capacity until two subsequent election terms.

PURPOSE: to support the membership's will and allow time for new groundwork.

ITEM 19

ARTICLE V - BOARD OF DIRECTORS

Section 7. Vacancies Among the Board of Directors Members

A. Vacancies among the Officers was previously defined in Article IV, Section 4.

~~B. Vacancies Among the non-officers.~~

~~If a vacancy occurs among the chairpersons of committees approved by the General Membership, the affected committee will elect a chairperson, who immediately will become a member of the Board of Directors.~~

PROPOSED AMENDMENT:

ARTICLE V – BOARD OF DIRECTORS

Section 7. Vacancies Among the Board of Directors Members

A. Vacancies among the Officers was previously defined in Article IV, Section 4.

PURPOSE: to eliminate excess language

ITEM 20

ARTICLE VI – OTHER COMMITTEES

~~Section 1. There shall be a Finance Committee, which shall be chaired by the Treasurer. The Finance Committee, subject to the prime authority of the general Membership, shall be responsible for the financial policy, the financial management functions, and the Assets of the Association. A financial report shall be made by the Chairperson at each meeting of the General membership and Board of Directors, unless otherwise voted by the General Membership.~~

~~A. This Committee shall consist of the Treasurer, President, Vice President and two Finance Committee Members At Large. The Members At Large shall be elected from and by the General membership at the Annual Meeting.~~

~~B. If a Member At Large becomes a member of the Board of Directors during his or her term, the position on the Finance Committee thereby becomes vacant.~~

~~C. If a Member At Large position becomes vacant, the Nominating Committee will be activated, and subsequent Proper Advance Notice For Meetings will be given to the General Membership. A special election to fill out the term will be held at the next appropriate General membership meeting.~~

~~D. Finance Committee meetings shall be held at the request of the Treasurer or by a majority vote of the General Membership or the Board of Directors or the Finance Committee. A quorum shall consist of sixty percent of the Finance Committee members.~~

~~Section 2. There will not initially be a Nominating Committee. Nominations will be made by the General Membership at the appropriate Association meetings.~~

~~If and when the attendance at two quarterly meetings in a row surpasses thirty five members each time, then a Nominating Committee will be formed at the end of that second quarterly meeting. The Nominating Committee will be governed by the rules defined in Article VIII.~~

Section 3. The Board of Directors or the General Membership may establish other committees as it desires.

Section 4. Ad Hoc Committees may arise from the General membership. Chairpersons, or representatives, of all such committees will be allowed reasonable times to speak at General membership and Board of Directors meetings, as long as their actions at these meetings are not disruptive. “Disruptive conduct” is defined in the attached Code of Conduct (see Appendix 1), and will be enforced as such by the presiding officer.

~~Section 5. Membership in all committees, except the Board of Directors, the Finance Committee, and the Nominating Committee, will be open to any Association member, unless otherwise voted by the General membership.~~

~~Section 6. At least once per twelve month period, each committee, except the Board of Directors, the Finance Committee, and the Nominating Committee, will apply to the General membership, at a General membership Meeting, for approval of its continued existence. This application for approval must include a recap of the committee’s activities, if any, during the past twelve months and the committee’s goals and plans for the coming twelve months.~~

~~A. If the General Membership approves, by majority vote, of the committee’s existence, the committee will elect its chairperson, who immediately will become a member of the Board of Directors.~~

~~B. If the General membership does not approve, by majority vote, of the committee’s continued existence, the committee must disband within 10 days, turn its records over to the Secretary, and will no longer be officially represented by a member of the Board of Directors. If a person is already a member of the Board of Directors due only to his or her being chairperson of the not-approved committee, that person’s membership on the Board of Directors will end ten days after the General Membership’s vote of non-approval.~~

~~C. If any committee, except the Board of Directors, the Finance Committee, or the Nominating Committee, has not been voted on by the General Membership during the preceding twelve months, the consequences are as if the General Membership had not approved, by majority vote, of the committee’s continued existence. See Subsection B, above.~~

PROPOSED AMENDMENT:

ARTICLE VI – OTHER COMMITTEES

Section 1. A Fundraising Committee shall be established and Co-chaired by the Treasurer and the President. Vice President shall be part of this Committee as well as any Stakeholder. This committee is responsible for raising funds to offset Operating Costs and encouraged to raise funds for a community event.

Section 2. A Nomination Committee will be formed at the Annual Meeting after elections and be composed of a maximum of Five members. This Committee will be activated two General Meetings prior to the next Annual Meeting. (ex. A Nominating Committee is activated at one meeting, followed by 2 other General Meetings, followed by the Annual Meeting) At the conclusion of the following Annual meeting elections, the nomination committee will dissolve and a new Nomination Committee will be formed.

A. The Nomination Committee Members shall be elected to serve until the next Annual Meeting. None of these Committee Members shall be a member of the current or prior Board of Directors.

B. All Nomination Committee Members shall be elected from among those who are members of the Association.

C. The Nomination Committee shall elect one of its members to be Chairperson.

D. If the position of Chairperson becomes vacant, the Nomination Committee shall then elect a new Chairperson from among its same members.

E. The quorum for a Nomination Committee meeting shall be sixty (60) percent of the Nomination Committee members.

F.. If a Nomination Committee member, elected by the General Membership, becomes a member of the Board of Directors during his or her term, the position of that member on the Nomination Committee thereby becomes vacant.

G. If a vacancy on the Nomination Committee occurs, a member of the Association may be appointed by the current Nomination Committee.

H. If a member of the Nomination Committee wishes to become a Candidate, they must step down from the committee.

I. Nomination Committee shall be responsible for:

(1) Encouraging Members to run for Office with the assistance of current Board Members. Non-Discrimination. See Article 1V Sec. 2B

(2) Vetting Candidates for each position on the Board. (Vetting is verifying proof of Membership eligibility by Drivers license or Water bill with name and address.)

(3) Verifying that each Candidate understands the duties and agrees to serve. And that Candidates are aware of the “Meet the Candidates” Forum.

(4) Securing a location for “Meet the Candidates” Forum to be held no later than ten days prior to the Annual Meeting. The Board will be responsible for allocating funds to the Committee if necessary for the venue.

(5) Presenting the slate of Candidates to President who will post information on social media including but not limited to Association Website, Facebook and Nextdoor. If current President is on the slate, posting will be done by the Vice President or another Board Member. Posting shall occur no later than ten days prior to the Annual Meeting.

(6) Any additional Board approved outreach must be funded by the Board.

(7) Organizing, scheduling and facilitating the “Meet the Candidates” Forum. All Candidates must be vetted by this Forum.

(8) Preparing the written ballot for voting at the Annual Meeting.

(9) Overseeing the Elections at the Annual Meeting, including but not limited to, introducing the Candidates and allowing them to speak, handing out ballots, counting ballots, announcing new Board.

(10) Ensuring new Board Members are posted on Association website and social media, including but not limited to Facebook and Nextdoor.

Section 4. The Board of Directors or the General Membership may establish other committees as it desires. **(ie, Finance, Bylaws etc.)**

A. If a Finance Committee is established by a simple majority of the membership, it will be chaired by the Treasurer.

Section 5. Ad Hoc Committees may arise from the General membership. Chairpersons, or representatives, of all such committees will be allowed reasonable times to speak at General membership and Board of Directors meetings, as long as their actions at these meetings are not disruptive. “Disruptive conduct” is defined in the attached Code of Conduct (see Appendix 1), and will be enforced as such by the presiding officer.

A. All Ad Hoc Committees will be approved by a simple majority vote of the membership present.

Section 6. Committees are not subject to the Proper 3 Day Advance Notice to the Public.

Section 7. Committee Meetings are not required to have a quorum in order to conduct committee business.

A. A Committee Member who fails to attend two committee meetings will automatically be removed from the committee, unless member has given written notice to the Chair 24 hours in advanced of any such meeting they are unable to attend.

PURPOSE: to streamline required committees and clarify what Nominating Committee is.

ITEM 20A

THIS IS AN ADDITIONAL POSITION

PROPOSED AMENDMENT:

ARTICLE VII- ADJUNCT POSITIONS

SECTION 1. P.I.C.O. Neighborhood Council Representative

This is an elected position held on the P.I.C.O. Neighborhood Council Board. Person filling this position is elected during P.I.C.O. NC's elections, not during the Annual Meeting.

A. Outside of P.I.C.O. NC responsibilities, Association duties for Representative include, but not limited to:

(1) Sending a summary of P.I.C.O. NC agenda items and vote outcome, including Representative vote to the Board monthly.

(2) Shall present a verbal report on those P.I.C.O. NC items deemed relevant to Picfair Village by the Representative and the Board at all Regular Meetings.

(3) Shall relay Association concerns and/or interests onto P.I.C.O. NC

B. Person will not be on the Board of Directors, nor have a vote on Board matters.

Purpose: to have a strong presence on our City Approved Neighborhood Council and provide clear communication to and from neighborhood association.

ITEM 21

ARTICLE VII – ASSOCIATION MEETINGS

Section 1. General Membership Meetings

Within these Bylaws, the term “General Membership Meeting” signifies a meeting of the General Membership for the purpose of transacting the business of the Association. Such meetings include the Annual Meeting, Regular Meetings, and Special Meetings. Each Association member ~~must, so far as is reasonable,~~ be notified of a meeting at least three days in advance. The date, time, and place of General membership meetings shall be determined by the Board of Directors, unless overruled by the General membership.

There will be no minimum quorum at the General membership meetings, and the members present at any specific meeting will be accepted to represent a viable and acceptable vote. Any motion voted on that carries at least 51% of the votes of the members present at that meeting shall be considered officially accepted. ~~Absentee ballots are not allowed and will not be counted.~~

A. Annual Meeting.

The Annual Meeting shall be held during the first calendar quarter of each year, or as close to that date as practicable if extenuating circumstances interfere. The agenda for this meeting shall include, as a minimum:

1. Reports by the President ~~and Finance Committee Chairperson.~~
2. Reports from each Association committee that has been active during the past fiscal year.
3. Election of Officers, ~~the two Finance Committee Members At Large, and the Nominating Committee.~~
4. ~~Adoption of a budget, if needed, for the ensuing fiscal year.~~
5. Installation of the newly elected Officers, ~~Nominating Committee and Finance Committee Members At Large.~~
6. ~~Introductions of the Chairpersons of each active Association committee who will be members of the Board of Directors.~~
7. Notices of the next General Membership Meeting and the next Board of Directors meeting.
8. Opportunity for comments from the General Membership.

B. Regular Meetings.

1. Regular meetings shall be ~~held once per calendar quarter, barring extenuating circumstances.~~ The Annual Meeting (See Section 1.A of this Article VII) may substitute for one of ~~these quarterly~~ meetings. Within these requirements, the General Membership may vote on changing the frequency of Regular Meetings.
2. The agenda for Regular Meetings shall include, as a minimum:
 - a. Reports by the President ~~and Finance Committee Chairperson.~~

C. Special Meetings

A Special Meeting may be held at any time, and shall be called upon a majority of the General membership or the Board of Directors or upon validation of a petition to the Board of Directors. A valid petition, in this case, will contain the reason for the requested meeting and must be signed by a minimum of 25 Association members ~~or at least 60 percent of the attendance of the most recent General membership meeting, whichever is greater.~~

Section 2. Board of Directors Meetings

Board of Directors meetings shall be held ~~at least once per calendar quarter, barring extenuating circumstances.~~ Additional meetings may be held at the discretion of the President or by a majority vote of the Board of Directors.

A. The quorum at a Board of Directors meeting shall be sixty percent of the Board of Directors membership, ~~excluding the office of Immediate Past president. The Immediate Past President's presence or absence will not be used in calculating a Board of Directors quorum.~~

~~B. Absentee voting is not allowed in Board of Directors Meetings.~~

Section 3. Visitors.

A. Visitors are welcome at all meetings.

B. Children ~~under the minimum age~~ are welcome at all meetings, ~~at the discretion of the~~

~~presiding officer~~, as long as at least one of their parents or guardians is a member of the Association and present at the meeting, and the children's behavior is not disruptive.

PROPOSED AMENDMENT:

ARTICLE VIII – ASSOCIATION MEETINGS

Section 1. General Membership Meetings

Within these Bylaws, the term “General Membership Meeting” signifies a meeting of the General Membership for the purpose of transacting the business of the Association. Such meetings include the Annual Meeting, Regular Meetings, and Special Meetings.

Each Association member **will** be notified **by email** of **all meetings and agenda** at least three days in advance. **Notifications of all Meetings and agendas will also be posted three days in advance on all social media including but not limited to Association website, Facebook and Nextdoor.** The date, time, and place of General Membership Meetings shall be determined by the Board of Directors, unless overruled by the General membership.

There will be no minimum quorum at the General Membership Meetings, and the members present at any specific meeting will be accepted to represent a viable and acceptable vote. Any motion voted on that carries at least 51% of the votes of the members present at that meeting shall be considered officially accepted.

A. Annual Meeting.

The Annual Meeting shall be held during the first calendar quarter of each year, or as close to that date as practicable if extenuating circumstances interfere. The agenda for this meeting shall include, as a minimum:

- (1) Reports by the President and Treasurer-
- (2) Reports from each Association committee that has been active during the past fiscal year.
- (3) Election of Officers.

- (4) Installation of the newly elected Officers.

- (5) Election of Nomination Committee

- (6) Notices of the next General Membership Meeting and the next Board of Directors meeting.
- (7) Opportunity for comments from the General Membership.

B. Regular Meetings.

(1) Regular meetings shall be established by the current Board. The Annual Meeting (See Section 1.A of this **Article VIII**) may substitute for one the meetings. Within these requirements, the General Membership may vote on changing the frequency of Regular Meetings.

- (2) The agenda for Regular Meetings shall include, as a minimum:
- i. Reports by the President and Treasurer..

- ii. Committee Reports..
- iii. Notices of the next General membership Meeting and the next Board of Directors meeting.
- iv. Opportunity for comments from the General membership.

C. Special Meetings

A Special Meeting may be held at any time, and shall be called upon **by a majority present at the Regular Meeting** or the Board of Directors or upon validation of a petition to the Board of Directors. A valid petition, in this case, will contain the reason for the requested meeting and must be signed by a minimum of 25 Association members. **Special Meetings are held to solely satisfy the reason for the requested meeting as stated by the (1) General Membership, (2) Board of Directors or (3) Petition.**

Section 2. Board of Directors Meetings

Board of Directors meetings shall be held **monthly**. Additional meetings may be held at the discretion of the President or by a majority vote of the Board of Directors.

A. The quorum at a Board of Directors meeting shall be sixty percent of the Board of Directors membership.

B. Board will Set the Agenda for the next Association meeting.

C. General Membership will be emailed notice of Board of Directors Meetings with Agenda three days prior to the meeting. Notification of meeting and agenda will also be posted on Association website.

Section 3. Visitors.

A. Visitors are welcome at all **Association Meetings**.

B. Children are welcome at all meetings, as long as at least one of their parents or guardians is a member of the Association and present at the meeting, and the children's behavior is not disruptive.

PURPOSE: Clean up language and clarify timeframe for postings, who can attend meetings. Absentee voting will be addressed under Article VIII.

ARTICLE IX– VOTING

Section 1. All voting protocol shall apply for all Association Meetings.

- A. Only Eligible Members may vote. (See ARTICLE III-Membership)**
- B. No Absentee Ballots or voting.**
- C. No Proxy voting.**
- D. Must be at least 18**
- E. A simple majority vote is required to be official for all voting except when voting on an unopposed Candidate for Office.**
 - 1. In the event of an unopposed Candidate, the election will require a majority vote of those PRESENT and eligible to vote. (ie if 20 members are present and 4 vote for the unopposed Candidate, this would not be a majority vote of those present.) If a majority vote is not reached, the position shall be considered vacant and follow Article IV-Section 4. Vacancies Among Officers.**

SECTION 2. Committee Chairs will not have a vote at any Board of Directors Meeting.

PURPOSE: Added to clarify voting

ITEM 23

ARTICLE IX - ADMINISTRATIVE PROCEDURES

Section 1. Parliamentary Authority.

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised Edition shall govern the Association in all cases to which they are applicable, provided that they are not inconsistent with these bylaws or any special rules of order the Association may adopt or any statutes applicable to this organization.

~~Section 2. Proxy voting is not allowed.~~

Section 3. Association Expenditures.

A. All expenditures up to ~~\$500~~ can be approved by the Finance Committee.

~~B. All expenditures between \$500 and \$1000 must be approved by the Finance Committee and the Board of Directors.~~

C. All expenditures over \$1,000 must be pre-approved by the General Membership.

D. All checks must be signed by two (2) of the following Officers: Treasurer, President, Vice President

Section 4. Proper advance notice for meeting

A. Notification to the General Membership of Meetings, including Location, date, time and a ~~brief summary~~ of the planned agenda shall go to all Association members.

B. Notification to the Board of Directors members of the Board of Directors Meetings, including location, date, time and a brief summary of the planned agenda shall go to the Board of Directors members.

~~C. In order to conduct Association business, members must be notified at least three days before the meeting.~~

PROPOSED AMENDMENT:

ARTICLE X - ADMINISTRATIVE PROCEDURES

Section 1. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order, Newly Revised Edition shall govern the Association in all cases to which they are applicable, provided that they are not inconsistent with these bylaws or any special rules of order the Association may adopt or any statutes applicable to this organization.

Section 2. Association Expenditures.

A. All expenditures up to **\$250** can be approved by the **Board of Directors**.

B. All expenditures over **\$250 must be pre-approved by the General Membership**.

C. All checks must be signed by two (2) of the following Officers: Treasurer, President, Vice President

Section 3. Proper advance notice for meeting

A. Notification of all General Membership Meetings shall include location, date, time and agenda and shall go to all Association members via email and social media including but not limited to Association website, Facebook and Nextdoor .

B. Notification of the Board of Directors Meetings shall include location, date, time and agenda and shall go to the Board of Directors members via email and Association website. Agenda will NOT be posted on Nextdoor or Facebook, however a notification of Meeting will be posted and include location, date and time.

C. All Association Meetings (Regular, Annual, Special and Board of Director) will receive a minimum of three day Proper Advance Notice.

PURPOSE: to clarify when and how notification will be distributed.

ITEM 24

ARTICLE X AMENDMENTS

Section 1. These By-Laws may be amended or repealed at any Association General Membership Meeting by the following means:

A. A proposed amendment shall be placed on the Association General Membership Meeting agenda by either of the following two actions:

(1) By a two-thirds vote of the Board of Directors meeting held at least thirty days (30) before the General Membership Meeting.

(2) By petition of at least ten Association members, presented to the Board of Directors at a Board of Directors Meeting held at ~~least~~ thirty days (30) before the General Membership Meeting. At the close of the Board of Directors Meeting the submitters must provide to the Board of Directors the final text of the proposed amendment, a verbatim copy of which the Secretary shall place on the General Meeting agenda.

B. A summary of the proposed amendment, in brief general terms, shall be included in the notification of the General Membership Meeting, which shall go to all members. This notification shall be distributed to the members at ~~least three days (3) before the meeting.~~

C. Requirements for adoption.

(1) If the text of the proposal amendment is unmodified from the agenda text, the amendment shall be adopted if it receives a ~~two-third majority of the total votes cast.~~

(2) If the text of the proposed amendment is modified in any way from the agenda text by action at the General Membership Meeting, the amendment shall be adopted if it receives a vote of at ~~least two-thirds of those present~~ and eligible to vote.

Section 2. Adopted amendments shall become effective immediately after the Adjournment of the meeting at which they are adopted.

PURPOSED AMENDMENT:

ARTICLE XI - AMENDMENTS

Section 1. These By-Laws may be amended or repealed at any Association General Membership Meeting by the following means:

A. A proposed amendment shall be placed on the Association General Membership Meeting agenda by either of the following two actions:

(1) By a two-thirds vote of the Board of Directors meeting held at least thirty days (30) before the General Membership Meeting.

(2) By petition of at least ten Association members, presented to the Board of Directors at a Board of Directors Meeting held at **least** thirty days (30) before the General Membership Meeting. At the close of the Board of Directors Meeting the submitters **must** provide to the Board of Directors the final text of the proposed amendment, a verbatim copy of which the Secretary shall place on the General Meeting agenda.

B. A summary of the proposed amendment, in brief general terms, shall be included in the notification of the General membership Meeting, which shall be emailed to members and posted on PVCA website with the Proper Advanced Notice of at least three days (3) before the meeting.

C. Requirements for adoption.

(1) If the text of the proposal amendment is unmodified from the agenda text, the amendment shall be adopted if it receives **a simple majority vote**.

(2) If the text of the proposed amendment is modified in any way from the agenda text by action at the General Membership Meeting, the amendment shall be adopted if it receives **a simple majority vote**.

Section 2. Adopted amendments shall become effective immediately after the Adjournment of the meeting at which they are adopted.

PICFAIR VILLAGE COMMUNITY ASSOCIATION

President

Date Approved _____

Secretary

[Edit](#)