



Picfair Village Neighborhood Association
www.picfairvillage.com

ARTICLE I – NAME AND GEOGRAPHIC BOUNDARIES

SECTION 1. Name

The name of this organization shall be the “Picfair Village Neighborhood Association”, defined herein as “the Association”.

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 Avenue

ARTICLE II - PURPOSE

The Purpose of our Association is to bring together the skills, talents and vision of our diverse community in a unifying force to promote our social, cultural, economic, personal and community well-being. We seek to provide a neighborhood that is safe, peaceful, harmonious, respectful, and a home and business area to be proud of. We will work with other neighborhood groups, local businesses, governmental and private agencies in the City and County of Los Angeles, as well as in our State and Nation, to enhance our organization and its policies for the well-being of our community.

ARTICLE III - MEMBERSHIP

SECTION 1. General membership

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

Membership (cont.)

SECTION 2. Requirements for Becoming a Member and Continuing Membership
Membership in this Association is open to any person who fulfills all of the following criteria – all within the Geographic Boundaries of the Association:

- A. No age restriction, but voting rights restricted to 18 years and up.
- B. Must currently fulfill one or more of the following criteria – all within the Geographic Boundaries of the Association:
 - (1) Is a resident
 - (2) Owns real estate
 - (3) Is the owner of a business that has a site within the Geographic Boundaries of the Association

SECTION 3. 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).

SECTION 4. Membership start date.

Once a person has satisfied the above membership requirements, his or her membership, including voting privileges, starts immediately.

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. Cause for termination or removal from the association include all the reasons detailed in the attached "Code of Conduct" (see Appendix 1).

SECTION 6. Awards.

The General Membership may confer, by simple majority vote, either the award of "Honorary Member of Picfair Village Neighborhood Association" or the award of "Picfair Village Neighborhood 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.

ARTICLE IV - OFFICERS

SECTION 1. The Officers of the Association, except the Immediate Past president, 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 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.
- (7) 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.
- (8) 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.

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.

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 PVNA 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.

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 PVNA 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.

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 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.
- (2) Be listed on the bank account and provide a copy of monthly bank statements for Secretary.
- (3) Co-Chair a fundraising committee.
 - i. Treasurer shall be responsible for communication to Fundraising Committee members and record keeping of Committee meetings and reports.
- (4) Keep records of Association Annual Operations Costs.
- (5) Be responsible for renewal of services found under operational costs in Best Practices.

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 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
 - (1) There are no other Association members who are willing or qualified to serve in the office(s) in question, and
 - (2) 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.)

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.

SECTION 4. Vacancies Among the Officers.

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 Advanced 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 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.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The Board of Directors, subject to the prime authority of the General Membership and except as limited by these Bylaws and motions legitimately passed by the General membership, will be responsible for conducting the business and management of the Association.

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.

A. If a Board is composed of less than 2 Association Officers, it shall be considered non functioning and will be unable to operate in an official capacity. No PVNA communication or spending shall occur during this time. PVNA may resume once 2 or more Board Officers have been elected per the bylaws.

SECTION 3. It is the responsibility of each Board of Directors member to notify the Board of Directors’ presiding officer if he or she is to be absent from a given meeting. So doing, however, does not excuse the member from the provisions of Section 5 B of this Article.

SECTION 4. Revoking of Board of Directors Membership

Membership in the Board of Directors, which includes the holding of an Association Office, if applicable, of any member may be revoked by either of the following methods:

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.

- i. This petition must be turned in to the Secretary or Assistant Secretary, who will validate the signatures expeditiously.

Revoking of Board of Directors Membership (cont.)

- ii. 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 notice for the General membership meeting.
- (3) 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 President (or Vice President if the office of President is vacant).
- (4) 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.

B. By Absence from the Board of Directors Meetings.

- (1) Any member of the Board of Directors who fails to attend three of the preceding four regularly scheduled Board of Directors meetings since he or she became a member of the Board of Directors shall be presumed to have resigned from the Board of Directors.

SECTION 5. A person removed from Board of Directors Membership by Section 4 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.

SECTION 6. Vacancies Among the Board of Directors Members

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

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.

Other Committees (cont.)

This committee is responsible for raising funds to offset Operating Costs and encouraged to raise funds for a community event. Committee will commence at 2017 Annual Meeting.

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 IV 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.

Nomination Committee (cont.)

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

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

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.

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

SECTION 5. Committees are not subject to the Proper 3 Day Advance Notice to the Public.

SECTION 6. Committee Meetings, except the Nominating 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.

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.
 - (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.

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 expected 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 held once per calendar quarter, barring extenuating circumstances. The Annual Meeting (See Section 1.A of this Article VIII) 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:
 - i. Reports by the President and Treasurer.
 - ii. Opportunity for comments from the General membership.
 - iii. Committee Reports, unless otherwise decided by a vote of the General membership.
 - iv. Notices of the next General Membership Meeting and the next Board of Directors meeting.

C. Special Meetings

Special Meetings are held to solely satisfy the reason for the requested meeting and shall not be combined with another Membership meeting. A Special Meeting may be held at any time, and shall be called upon by:

- (1) A majority present at the Regular Meeting
- (2) Board of Directors

- (3) Validation of a petition to the Board of Directors.
 - i. 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.

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 under the minimum age 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.

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.

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.

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 PVNA website with Proper Advanced Notice of at least three (3) days 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 NEIGHBORHOOD ASSOCIATION BYLAWS:

Adopted 2009

Amended December 10, 2016

Amended June 25, 2017

Amended January 8, 2018

Debbie Gaughan

Interim President Debbie Gaughan

Valerie Woodson

Interim Treasurer Valerie Woodson

June 25, 2017
Date Approved

*Association new name


ARTICLE I

Name and Geographic Boundaries

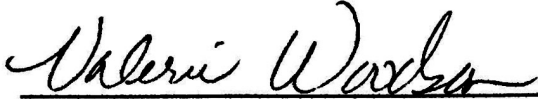
Section 1. NAME

The name of this organization shall be the "Picfair Village Neighborhood Association", defined herein as "the Association."

Picfair Village Neighborhood Association



Interim President Debbie Gaughan



Interim Treasurer Valerie Woodson

January 8, 2018
Amended Bylaws

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.

- A. If a Board is composed of less than 2 Association Officers, it shall be considered non functioning and will be unable to operate in an official capacity. No PVNA communication or spending shall occur during this time. PVNA may resume once 2 or more Board Officers have been elected per the bylaws.