



Picfair Village Neighborhood Association
www.picfairvillage.com

ARTICLE I – NAME AND GEOGRAPHIC BOUNDARIES

SECTION 1. Name of Organization

The name of this organization shall be the “Picfair Village Neighborhood Association”, defined herein as ~~“the Association”~~: **“PVNA”**

SECTION 2. Geographic Boundaries of ~~the Association~~–PVNA

~~The Association~~ **PVNA** 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~~ **PVNA** 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, **non-profit organizations**, governmental and/or private agencies in the City and County of Los Angeles, **including but not limited to City Council District 10 office representatives and elected councilpersons, and any other organizations that affect our neighborhood, including the Congress of the United States of America.** ~~as well as in our State and Nation,~~ **We strive to enhance the well being of our community and to provide answers to community questions and insight into community concerns.** ~~our organization and its policies for the well-being of our community.~~

ARTICLE III - MEMBERSHIP

SECTION 1. General **PVNA Membership**

~~General PVNA membership in the Association shall be open~~ **considered granted** to any person (Stakeholder) who resides, **works, rents** or owns ~~or rents~~ property, **including business or businesses**, within **PVNA Association** boundaries.

~~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. SECTION 2. Non-Discrimination

~~Membership in the Association or candidacy for office or any other position in the Association~~
Participation in PVNA at any level 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,
gender identification, creed, national origin, country of 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.~~ **(except in the case of a candidate**
for executive office who must be at least 18 years of age.)

SECTION 4. SECTION 3 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 ~~IX~~ IV- VOTING

SECTION 1. All voting protocol shall apply for all ~~Association~~ PVNA-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 **years of age to vote.**
- E. Voting for Executive Board candidates will be verbal, paper, and/or electronic ballot(s).**
- E. A simple majority vote is required to be official for all voting except when voting on an unopposed candidate* for office.
 - (+) *In the event of an unopposed candidate, the election will require a majority vote of those present and eligible to vote. (For example, 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.~~ Voting

Protocols for Executive Board Meetings

- A. All protocols from Article IV, Section 1 apply.**
- B. Only elected officers (see Article V) of the Executive Board may vote at Executive Board meetings.**
- C. Votes may be No, Yes, Abstention, or “Pass” (a non-response will be considered an Abstention).**

ARTICLE V –BOARD OF DIRECTORS-Executive Board

The Executive Board Officers **of PVNA** are elected **for a term of one year** and shall be comprised of the President, Vice-President, Secretary, ~~Assistant~~ **Communications** Secretary (if position is filled), and Treasurer. All officers must fulfill the membership requirements in Article III.

Elections may be delayed for up to a maximum of one (1) year if it is deemed that Stakeholder participation is not sufficient to maintain PVNA or its operations.

SECTION 1. Executive Board Officers

~~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.~~

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~~

Executive Board Officers shall be in the following hierarchical order:

A. PRESIDENT

1. The President Shall act function as chief leader Executive Officer of PVNA the Association. Duties include:

- (1) 2. Presiding Preside over all PVNA meetings.
- (2) 3. Shall be the Chairman Chairperson of the Board of Directors: Executive Board.
- (3) 4. Have the Control and management manage of the affairs of the Association PVNA.
- (4) 5. Shall be responsible for setting the agenda as determined by the Executive Board. The resulting agenda will then be sent to Assistant the Secretary no later than 7 three (3) days prior to the next scheduled General Membership meeting via the PVNA website.
- (5) 6. Coordinate with CD 10 Representative(s), LAPD Senior Lead Officer(s) and any other invited speakers on the agenda.
- (6) 7. Assist Secretary and other members of the PVNA Board in Be responsible for posting all information to the full membership and general public that may impact and/or be of interest to the Association, PVNA including but not limited to land use in and around the PVNA neighborhood, events, and City Council issues. Information that is timely in nature shall be emailed to membership (if possible) and to members of the Executive Board. Postings will occur on Association the PVNA website, Nextdoor and Facebook, and any other online service(s) and communication platforms PVNA may utilize.
- (7) 8. Ensure that C.D. 10 Representative(s), LAPD Senior Lead Officer(s) P.I.C.O. Picfair Village Neighborhood Council Representative(s) or any other city or government departments are is presented with the PVNA's Association matters of interest and/or concern that PVNA decides should be presented to the P.I.C.O. Neighborhood Council. them by an Executive Board vote, and cause appropriate follow-up when, and if appropriate, and report same to the Executive Board.
- (8) 9. Present at each Annual meeting of the Association PVNA an annual report of the work of the Association PVNA. The Annual Meeting will be held every January, as per the established schedule.

- (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) 10. Shall be listed on the Association's PVNA'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 perform the duties as assigned to them by the President.
- (2) 3. Shall, during the absence or inability of the President to exercise his/her ~~their~~ office, become Acting President of the Association PVNA with all the rights, privileges, powers and responsibilities, as if he/she ~~they~~ 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) Shall maintain Maintaining all documentation used in conducting Association PVNA business, performing the duties below and keeping the PVNA records, including: ~~i.e.,~~
- i. Association Most current Board approve PVNA Bylaws
 - ii. Take all meeting minutes
 - iii. Record and disseminate agendas
 - iv. A copy of all treasury reports and bank statements (as provided by the Treasurer)
 - v. Gather copies of any A copy of committee reports
 - vi. Maintain official PVNA logo and letterhead
 - vii. Outreach proposals (as provided by the Outreach Committee, if it exists)
 - viii. Maintain list of all committees, and committee chairpersons and members
 - ~~ix. Meeting sign-in sheets~~
- (2) Maintaining the meeting minutes, a current Association PVNA contact database and voting records.
- (3) Taking minutes at all Association PVNA meetings he or she attends (Executive Board of Director Meetings, Regular General Membership Meetings, Annual Meetings and Special Meetings.) If unable to be present at any meeting, the Secretary shall garner a volunteer for that meeting to be recorded.

- (4) Preparing the minutes to have them approved by the **Executive** Board within ~~Two~~ three weeks after said meeting and
- i. ~~Post~~ **post** approved minutes to ~~Association~~ **the PVNA** website within 21 days of said meeting.
- (5) ~~Receiving, validating~~ **Receive, validate** and ~~keeping~~ **keep** current all petitions for ~~Association~~ **PVNA** Activities, such as amendments to the ~~Association~~ **PVNA** Bylaws, petitions to the ~~Board of~~ **Executive Board Directors**, petitions to revoke ~~the~~ **a member of the Executive Board of Directors**, **secure Election Day ballots from the** Nomination ~~Ballots, etc.~~ **Committee Chair, etc.**
- (6) ~~Arranging~~ **Arrange** with the Assistant Secretary **(if the position is filled)** or alternate Board member for at least one of them to be present at each ~~Association~~ **PVNA** meeting.

D. ~~ASSISTANT~~ **COMMUNICATIONS** SECRETARY*

For Facebook, Nextdoor, Instagram, Mailchimp, Canva

1. ~~The Assistant Secretary~~ Shall function as an assistant to the Secretary, ~~and his/her duties shall include (but not be limited to):~~
- (1) ~~2. Collaborate closely with the Secretary and assist them in various duties as determined by the Secretary. 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) ~~3. Keep an inventory of lawn signs and number of signs distributed to each member, assisted by the Outreach Committee Chairperson (if one exists). Notify all sign holders to put out signs. Signs should be visible to the area general public no less than five days prior to any General Membership Meeting.~~
~~Post Board of Director Meeting Agenda on Association website.~~
- (3) ~~4. Email and post the General Membership Meeting agenda on the PVNA website, and all social media outlets, including but not limited to PVNA Facebook page and Nextdoor, within a Association all Regular and Special Meeting Agendas minimum of three~~
~~days prior to the~~ **General Membership** Meeting.
- (4) ~~5. Reproduce and distribute meeting agenda at each meeting. Flyer design and coordination of flyer distribution, as needed.~~
- (5) ~~Provide meeting sign in sheet and any other relevant information.~~

***If position is not filled, these tasks will be distributed among the Executive Board Officers.**

E. TREASURER

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

- (1) Maintain the financial records of the ~~Association~~ **PVNA**. The financial records of the ~~Association~~ **PVNA** must be available for inspection by any ~~Association~~ **PVNA** member, by **mutual** appointment, after all General Membership meetings and all **Executive Board of Directors** meetings, or at any mutually agreeable time and place.
- (2) Be listed on the bank account **(and function as the second signatory)** and provide a copy of monthly bank statements for Secretary.

- (3) ~~Co-Chair a fundraising committee.~~ **Assist in fundraising.**
 - ~~i. Treasurer shall be responsible for communication to Fundraising Committee members and record keeping of Committee meetings and reports.~~
- (4) Keep records of Association **PVNA** annual operations costs.
- (5) Be responsible for renewal of services found under operational costs ~~in Best Practices.~~

SECTION 2. Requirements for Offices- **the Executive Board**

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.~~

A. All candidates for the Executive Board must be a PVNA member and at least 18 years old.

B. Candidates are encouraged to attend at least one General Membership Meeting prior to elections.

SECTION 3. Term Limits

A. A candidate for President, Vice President, **Secretary, Communications Secretary** 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~~ **PVNA** members who are willing or qualified to serve in the office(s) in question.
- (2) The current officer agrees to continue to serve in ~~his/her~~ **their** 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-~~ **IV: 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. MEETINGS

A. Executive Board will be responsible for scheduling, attending, and executing all meetings: General Membership Meeting, Special Membership Meeting, Executive Board Meeting and Annual Meeting.

B. All Executive Board Officers shall attend PVNA meetings unless they notify the Secretary or President with reasonable cause. Such notification, however, does not excuse the member from the provisions of Article VI, Section 5B of these Bylaws. Attendance shall be defined as the Executive Board Member being present for at least one half of a meeting.

SECTION 4. 5 Vacancies Among the Executive Board Officers

A. If a vacancy occurs among the Executive Board Officers described in ~~this Article~~ these Bylaws, ~~the Nomination Committee will be activated, and~~ the vacancy will be voted on at the next General or Special Membership Meeting that occurs ~~once a candidate has been identified.~~ The ~~with~~ proper ~~Minimum~~ three (3) day advanced notice for such meeting is required.

1. An Executive Board Member vacancy can be filled by a potential candidate. A potential candidate must notify the Executive Board, with a written mission statement that can be posted on the website, prior to the scheduled General or Special Membership Meeting wherein voting will occur.

2. ~~At that General Membership Meeting,~~ Voting will occur as provided elsewhere in these Bylaws. (See ~~ARTICLE IX: IV: VOTING~~) If an Executive Board of Directors Meeting occurs before the ~~aforementioned~~ General Membership Meeting, the Executive 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 or Special Membership Meeting occurs.

B. If the Executive Board is composed of less than two duly elected members, it shall be considered nonfunctioning and will be unable to operate in an official capacity. No PVNA spending or communication should occur during this time, except for organizing elections to fill vacant seats. PVNA may resume once two or more Executive Board Officers have been elected as provided for in these 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. 6. Revoking of Board of Directors Membership an Executive Board Officer

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

A. By Motion and vote at a General Membership Meeting with prior Petition.

(1) A petition, stating the name of the Executive Board Member in question, the office

~~he or she~~ **they** holds, and the complaints against ~~him or her~~ **them** (which may include any or all of the causes for termination detailed in the “Code of Conduct” **attached herto**) ~~in Appendix 1~~) must be signed by a minimum of 25 Association **PVNA** members.

i. This petition must be turned in to ~~the Secretary or Assistant Secretary,~~ **an Executive Board Member**, who will validate the signatures expeditiously. **and without bias.**

ii. ~~If~~ The petition **must** contains at least the required number of validated signatures, **thereby have** the Secretary (**or President**) will place a "Removal From Office" item on the agenda of the next General **or Special** Membership Meeting from the validation date. **This is required without exception.** The date of this next ~~General Membership Meeting~~ will be designated **as a** “Removal From Office vote date” **and any such action will be first on the agenda.**

(2) Advance notice of this agenda item must be delivered ~~to the Board Member~~ **either in person, by email or by any other alternative physical or technological means to the Executive Board Officer** in question, if possible. Announcement of the agenda item must also be

listed on the Agenda notice for the General **or Special** Membership Meeting.

(3) All Petitions for Removal From Office must be presented to the **PVNA** membership ~~in this manner.~~ Withholding a **valid** Petition for Removal From Office from the ~~membership~~ **Executive Board or Stakeholders** 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 **or Special** 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.~~ **a motion, vote, and a 2/3 majority to decide the matter.** At any such meeting, the **Executive** Board Member in question cannot preside **or attend but may provide a written rebuttal to be read by the President (or Vice President if the President is the person facing removal) prior to any vote.** If the member is removed **duties for that position will be taken up by the next Executive Board Officer position in line until a new Executive Board Officer for that position can be designated and voted in by the PVNA membership 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~~ **Executive Board** ~~Directors Meetings~~

(1) Any member of the ~~Board of Directors~~ **Executive Board** who fails to attend ~~three~~ **two** (2) of the preceding four (4) **consecutive** regularly scheduled **Executive** Board ~~of Directors~~ meetings, **without reason,** ~~since he or she became a member of the Board of Directors~~ shall be presumed to have resigned from the **Executive** Board. ~~of Directors.~~

SECTION 5. ~~7.~~A person removed from Board of Directors Membership by Section 4 of this Article: Effect of Removal

A person removed from the Executive Board by Section 5 of this Article is:

A. ~~Is~~ Automatically ~~eusted~~ **removed** from:

- (1) Any Association **PVA** office ~~he or she~~ **they** may hold and
- (2) Any Association **PVNA** committee

B. ~~Cannot be a candidate for an Executive Board Officer or serve the Association in any Board or on a committee in any capacity until two subsequent election terms have passed.~~

C. Non-elected PVNA members and/or visitors are never barred from attending or commenting at meetings. The Presiding Officer may, at their discretion, mute (through technical means) or ask any participant to leave a meeting if they do not adhere to the “Code of Conduct Standards” attached hereto.

~~SECTION 6. Vacancies Among the Board of Directors Members~~

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

ARTICLE VII – COMMUNICATION

Seek Executive Board approval on PVNA communications prior to posting/sharing.

ARTICLE VIII- ADJUNCT POSITIONS – P.I.C.O. NEIGHBORHOOD COUNCIL REPRESENTATIVE

~~SECTION 1. P.I.C.O. Neighborhood Council Representative~~ **Definition of Representative**

A This is an elected **individual** position held on the P.I.C.O. Neighborhood Council Board. ~~(the "P.I.C.O. NC, and official City of Los Angeles organization, not the PVNA) who represents the PVNA territory (as defined herein) for that council. The person filling this position is elected during P.I.C.O. NC's elections, not during the Annual Meeting~~ **PVNA elections.**

SECTION 2. Representative's Duties

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

A. ~~Reporting to the PVNA General Membership~~ **Sending** a summary of P.I.C.O. NC agenda items **affecting issues, and P.I.C.O. NC outcome(s), including Representative's vote(s) deemed relevant by the Executive Board.** ~~and vote outcome, including Representative vote to the Board.~~

(2) B. ~~Shall present a verbal report on those P.I.C.O. NC items deemed relevant to Piefair Village by the Representative and the Board at all Regular Meetings.~~ **Will relay any reasonable PVNA General Membership and Executive Board concerns and/or interests to P.I.C.O. NC if requested to do so by the presiding officer of the PVNA.**

(3) C. ~~Shall relay any reasonable PVNA General Membership and Executive Board concerns and/or interests to P.I.C.O. NC if requested to do so by the presiding officer of the PVNA.~~ **Association**

~~B. D. Person~~ **Representative** will not be on the **PVNA Executive** Board of Directors nor have a vote on Board matters, **although their input is encouraged.**

ARTICLE IX – COMMITTEES

SECTION 1. All Committees Will Have

A. A Committee Chair who will be voted on by the General Membership with a simple majority and is responsible for overseeing the committee and reporting at the Executive Board Meeting and/or the General Membership Meeting.

B. A committee consisting of a minimum of two members, one of whom is the Chair.

C. Meetings require a quorum of a minimum of two members to conduct business and do not

- need a member of the Executive Board.
- D. Committees are subject to the “Code of Conduct” stipulations.
- E. A specific goal/purpose and once reached will be dissolved.

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

A. A Nomination Committee will be formed **each year** at the Annual Meeting **in January and dissolved once the Executive Board elections take place.** ~~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.~~

B. Purpose is to encourage members to run for office.

C. Chair will oversee the planning, scheduling, and day-of-election voting.*

~~D. If the position of Chairperson becomes vacant, the Nomination Committee shall then elect a new Chairperson from among its same members.~~ **No member of this committee may be a candidate for office.**

~~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) **E. Vetting Committee will vet candidates for eligibility. (Vetting is verifying proof of PVNA membership eligibility by any one of these means: driver's license, pay stub, utility bill with name and address, or other such documentation, confirming membership as defined in Article III.) All Executive Board candidates must be vetted in order to run for office.**

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

F. Have candidates prepare a mission statement that can be posted on the website and Facebook.

~~(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.~~

G. Coordinate with Executive Board to be on any meeting agendas prior to elections to give progress reports.

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

(7) **H. Organizing, scheduling and facilitating Organize, schedule, and facilitate an in-person or Zoom "Meet the Candidates" Forum where candidates share their vision and answer questions from membership. This forum date will be coordinated with the Executive Board and fall under the purview of PVNA Special Membership Meeting. Must take place no less than 7 days before elections. All Candidates must be vetted by this Forum.**

~~(6) I. Committee may request funds from the PVNA for appropriate outreach. If requested, Executive Board will bring request to General Membership for a simple majority vote. Any additional Board approved outreach must be funded by the Board.~~

(8) **I. Preparing Prepare the written or electronic ballots for day of voting. at the Annual Meeting.**

***Calendar: Nomination Committee formed in January; and Elections held in March.**

(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.~~ **Other Committees**

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.~~ **The Executive Board may establish committees as needed.**

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.~~ **A committee is established once the General Membership approves by simple majority vote.**

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

D. Committee chairs will report to the Executive Board either in writing (email) or at an Executive Board Meeting. Committee updates will then be included in the next General Membership Meeting.

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 VIII ~~X~~– ASSOCIATION ~~PVNA~~ MEETINGS

Notifications of all meetings and agendas must be posted for Stakeholders and the General Public a minimum of three (3) days in advance on the PVNA website and social media.

SECTION 2. ~~1.~~ Executive 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.~~

A. Must have at least two members of the Executive Board, one of whom should be the President or Vice President of the PVNA Board, for a quorum to conduct business.

B. Executive Board Meetings shall be held monthly.

~~B. C. Executive Board will set the Agenda for the next Association~~ PVNA General Membership and Special Meeting and include any new or recent issues that may have arisen or add items made known by Stakeholders or others.

~~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 ~~1.~~ ~~2.~~ 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. General Membership Meetings will be held once a month barring extenuating circumstances (i.e., holidays). Within these requirements, the General Membership may vote on changing the frequency or dates of General Membership Meetings as long as such a vote is agendized as per the normal procedure.

B. The agenda for General Membership Meetings shall include, as a minimum:

1. Reports by the President, Treasurer, and Committee Chairpersons (if any).
2. A motion and vote on posted minutes from the previous meeting to be accepted or denied and then edited or verified.
3. Opportunity for comments from the Executive Board Officers, Stakeholders, and the general public on all agenda items and non-agenda items including public announcements.
4. Notice of the next General Membership Meeting.

A. **SECTION 3. Annual PVNA Meeting.**

A. The Annual Meeting shall be held ~~during the first calendar quarter~~ **in January** 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) **Year-end** reports by the President and Treasurer.
- (2) **Year- end** reports from each Association **PVNA** committee that has been active during the past fiscal year.
- ~~—(3)— Election of Officers~~
- ~~—(4)— Installation of the newly elected Officers~~
- ~~—(5)— 3. Election of Nomination Committee~~
- ~~—(6)— 4. Notices of the next General Membership Meeting and the next Board of Directors meeting.~~
- ~~—(7)— 5. Opportunity for comments from the General Membership.~~ **by all in attendance.**

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.~~

SECTION 4. Committee Meetings

A. Refer to Article IX.

€- SECTION 5. Special Membership Meetings

Special Membership Meetings are held to solely satisfy the reason for the requested meeting and shall not be combined with another Membership meeting.

A. A Special Meeting for the **General Membership or the Executive Board** may be held at any time, and shall be called upon by:

- (1) A majority present at ~~the Regular Meeting~~ **a General Membership Meeting; or**
- ~~—(2) Board of Directors~~ **Executive Board**

(3) ~~Validation of a~~ A **validated** petition **submitted** to the **Executive Board of Directors**.

i. A valid petition, in this case, will contain the reason for the requested **Special Meeting** and must be signed by a minimum of **three (3) Executive Board Members of the PVNA** if it is a **Special Executive Board Meeting**, or by **fifteen (15) Stakeholders** if it is a **General Membership Meeting**. ~~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- 6. Visitors

A. Visitors are welcome **and encouraged to attend all PVNA Meetings of any kind.** ~~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.~~

B. From time to time, presentations may take place at General Membership Meetings as requested by Stakeholders (or invited by the Executive Board) by outside groups or organizations who seek input or contact from/to the PVNA stakeholders. Such participation requests will be reviewed and scheduled in advance by the Executive Board and placed on the agenda, if deemed appropriate.

ARTICLE XI – ELECTION PROCEDURES

SECTION 1. Operating Procedures

The PVNA elections for the Executive Board Officers shall occur in March each calendar year. The following is the operating procedure for the election agenda:

A. Nomination Committee Chair will preside over the elections with assistance of the Nomination Committee Members. If ~~two~~ Nomination Committee Members are not present, the Chair will ask for up to two (2) volunteers.

B. Nomination Committee Chair will introduce each Executive Board Candidate by last-name alphabetical order (in this order: President, Vice-President, Treasurer, Secretary, and Assistant

Secretary). Each candidate shall be permitted to make a five-minute statement that may include taking questions.

C. On completion of introductions, there will be a vote conducted by secret paper or electronic ballot and collected and reviewed by the Nomination Committee Chair plus two others.

D. Nomination Committee Chair will announce the results of the vote. A simple majority vote is required unless the candidate is unopposed. See Article IV, Section 1(F).

E. In the case of a tie, the involved candidates may take up to five minutes for Q&A and new ballot voting will proceed solely to break the tie.

F. All ballots will be submitted to the Secretary for the records.

G. Duties for new Executive Board Officers commence after the meeting is adjourned.

ARTICLE XII 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~~ **PVNA** 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~~ **PVNA** may adopt or any statutes applicable to this organization.

SECTION 2. ~~Association~~ **PVNA Expenditures**

A. All expenditures up to ~~\$250~~ **\$200** can be approved by the **Executive** Board of Directors.

B. All expenditures over ~~\$250~~ **\$200** 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~~ **designated PVNA Executive Board Members. This is ideally the President and Treasurer but is contingent on bank-established protocol.**

D. No expenditure will be made or reimbursed without prior approval of the outlay by the General Membership and/or the Executive Board of the PVNA.

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.~~

A. Notification of any meeting shall include location, electronic link, date, time, and agenda and shall go to all PVNA members via email and social media at least three (3) days prior to said meeting.

ARTICLE XIII - AMENDMENTS TO THE BYLAWS

SECTION 1. ~~These By Laws may be amended or repealed at any Association General Membership Meeting by the following means:~~ **Amended or Repeal**

These Bylaws may be amended or repealed at any PVNA General Membership Meeting.

A. A proposed amendment **to the bylaws** 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.~~ **By a simple majority vote at an Executive Board meeting held at least seven (7) days prior to the next General Membership Meeting.**

(2) By petition of at least ~~ten Association members,~~ **five (5) PVNA Stakeholders** presented to the **Executive Board of** ~~at an Executive Board Directors at a Board of Directors Meeting held at least thirty days (30) twenty-one (21) days before a Special or the General Membership Meeting for placement on the next General Membership Meeting Agenda.~~ At the ~~close~~ **closure** of the **Executive Board of** ~~Directors Meeting,~~ the submitters must provide to the Executive Board of Directors with the final text of the proposed amendment **within 48 hours**, a verbatim copy of which the Secretary shall **reprint in its entirety and then place the item on the next** ~~on the~~ General Membership 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 **said** meeting.

~~C.~~

SECTION 2. Requirements for Adoption

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

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

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

PICFAIR VILLAGE NEIGHBORHOOD ASSOCIATION (PVNA) BYLAWS:

Adopted 2009

Amended December 10, 2016

Amended June 25, 2017

Amended January 8, 2018