

# VEP Community Association

## CONSTITUTION

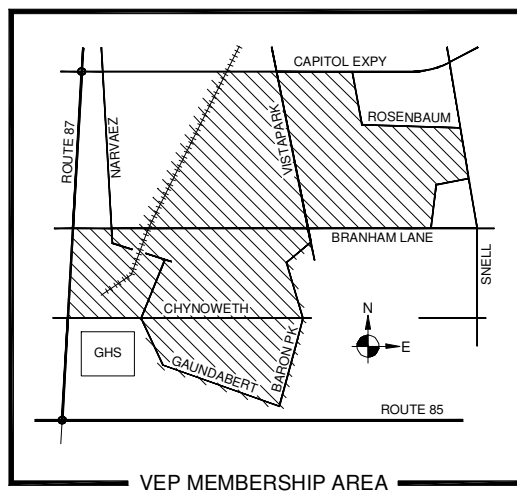
(Amended 3/24/09)

### PREAMBLE

As residents of the following sub-divisions in the City of San Jose, California, we hereby form and organize the VEP Community Association and approve the following constitution and Bylaws as an expression of our desire as volunteers to maintain and improve our community and to represent and serve the expressed needs of our neighbors.

Vistapark  
Encore  
Echo Valley  
Parkview Valley  
Blossom Heights

### VEP Community Association ★ Traditional Membership Area ★



### ARTICLE I NAME AND PURPOSE

- A) The official name of this organization shall be the VEP Community Association and shall always be represented under its official name.
- B) VEP shall strive to effectively represent the views and expressed desires of its membership on vital issues, promote physical and social community preservation and development, encourage active volunteerism and informed civic involvement, and assist in government's efforts to maintain public works and combat community deterioration within our neighborhoods.
- C) VEP is a nonprofit public benefit organization and is not organized for the private gain of any person.

ARTICLE II  
MEMBERSHIP AND QUALIFICATIONS

- A) A member is in good standing whose dues are paid and current to date.
- B) Each household within or sharing common interest and purpose with the physical areas known as Vistapark, Encore, Echo Valley, Parkview Valley, and Blossom Heights shall be eligible for membership.
- C) Any change of boundaries may occur by amendment to this Article of the Constitution in accordance with Article VII.
- D) No one may be a member who is now or has knowingly been a member of an organization or conspiracy that advocates the violent overthrow of the United States Government.

ARTICLE III  
BOARD OF DIRECTORS

A seven (7) member Board of Directors shall be elected each year by VEP members. To run for and hold office, a member must be in good standing.

ARTICLE IV  
TERM OF OFFICE

Board Directors shall be elected for a term of one year or until their successors are elected by the membership.

ARTICLE V  
ELECTION OF BOARD OFFICERS

- A) Board Officers shall be elected by the Board of Directors at a scheduled meeting as detailed in the VEP Community Association Bylaws. Election results shall be announced to VEP members at the next scheduled general meeting.
- B) If a position is vacated during the term, the remaining Board Directors have the authority to appoint a replacement for the remaining term. If more than one person applies to fill the position, or for any other reason, the Board of Directors may opt to agendize a vote of the VEP membership during the next general meeting.

ARTICLE VI  
RECALL OF BOARD DIRECTORS

Recall of Board Director(s) proceedings may be initiated by any member in good standing by giving public notice at a general membership meeting prior to the circulation of a petition of recall. Such public notice must be given seven days prior to circulation of the petition during which time the petition will be held by a party not interested in the outcome of the recall.

In order to become effective, a valid petition shall contain the signatures of at least twenty members in good standing, each from a separate household as certified by a disinterested party and shall be supported by a two-thirds vote of the members present at a noticed general membership meeting following certification of the petition and within 75 calendar days of initiation of the recall.

ARTICLE VII  
AMENDMENTS

This constitution may be amended by a majority vote of members in good standing present at a general membership meeting providing that such proposed amendments were published and delivered by mail or the general membership has been advised in writing at least forty-eight hours before such meeting. Such proposed amendments must first have been approved by a two-thirds majority of VEP's Board of Directors or a majority vote of those present at a general membership meeting.

ARTICLE VIII  
POLITICAL LIMITATION

VEP shall not endorse or campaign for any political candidate. VEP may educate its members about political issues and candidates through activities such as election forums and newsletter articles. In all such activities, VEP shall make every reasonable effort to include equal representation from all credible candidates for public office, and both sides of ballot measures. VEP may participate in unbiased campaign ethics watchdog committees.

VEP shall not attempt to influence legislation to the extent that this activity exceeds VEP's stated purposes, and any such activities shall not be a substantial part of our total activities.

# VEP Community Association

## BYLAWS

(Amended 3/24/09)

### ARTICLE I CONDUCT

Meetings shall in general be conducted in accordance with *Robert's Rules of Order*, as revised.

### ARTICLE II GENERAL BUSINESS

A) Agendized general business may be approved by a majority vote of VEP members in good standing attending a properly noticed general membership meeting.

B) Non-agendized business matters shall be acted upon only after approval of a resolution of emergency by a 2/3 vote of members in good standing attending a properly noticed general membership meeting.

### ARTICLE III DUES

A) VEP membership shall be on a calendar year basis. Dues are payable to the treasurer on January 1 each year. Dues for new members shall not be pro-rated, but any new member that joins and pays full dues on or after October 1<sup>st</sup> of a given year shall be considered paid through the end of the following calendar year.

B) Household dues shall be agendized and approved by a majority vote of VEP members in good standing present at a regularly scheduled general membership meeting.

C) Changes in annual membership dues, if any, shall be proposed by the Board of Directors and agendized for debate and approval no later than November before the year in which proposed changes would take effect. Increases in dues must be adopted by a 2/3 vote as otherwise described above in Paragraph III.B.

### ARTICLE IV MEETINGS AND REPORTING

A) The general membership shall meet at least six (6) times per year to have the opportunity to conduct the business of the organization. All meetings shall be held at a location arranged by the Board of Directors in a place announced to the membership at least 24 hours prior to the meetings.

B) VEP's Annual Meeting shall be held as a part of the September general membership meeting. Retiring Board Officers shall report the past year's accomplishments and give an annual financial report through August 31. Newly elected Board Directors will be installed and Board Officers will be announced.

C) The Board of Directors shall meet at minimum every month that the general membership meets. The Board of Directors may call other meetings as necessary. Board of Directors meetings shall be open to any interested VEP member in good standing.

### ARTICLE V GOVERNANCE

A) At all times consistent with the expressed will and best interests of its members, VEP policy and day-to-day operations shall be administered by an elected Board of Directors. (See Article X, below.)

B) In accordance with these Bylaws, Board of Directors' duties shall include but not be limited to:

- (1) Scheduling regular Board and membership meetings;
- (2) Collecting annual membership dues;
- (3) Maintaining records and a database of membership;
- (4) Recording, faithfully administering, and reporting all monetary transactions of VEP;

- (5) Proposing and implementing annual Goals & Objectives and an Operating Budget;
  - (6) Publishing the VEP NEWS and maintaining VEP's Website;
  - (7) Maintaining copies of all significant documents which will become a part of the original history of VEP; and
  - (8) Remaining open and responsive to VEP members.
  - (9) Keep summary minutes of all actions taken at general and Board of Director meetings.
- C) The Board of Directors shall assign to its members functional responsibilities for fulfillment of the foregoing responsibilities.

ARTICLE VI  
NOMINATION OF BOARD DIRECTORS

- A) Nominations for election to the Board of Directors shall be presented for the ensuing year by a nominating committee appointed by the Board of Directors and approved by VEP members no later than the April general membership meeting.
- B) Members of the Nominating Committee shall be declared non-candidates for Board election.
- C) At least one nomination will be made by the nominating committee for each seat on the Board. Additional nominations shall be accepted from the floor until nominations are formally closed immediately prior to elections.
- D) All Board nominees shall be apprised of their duties by the nominating committee. Nominees must be members in good standing and be willing to serve if elected.

ARTICLE VII  
ELECTION OF BOARD DIRECTORS

- A) Election of Board Directors shall be held at the general membership meeting in May.
- B) A majority vote of members present shall be required for election to the Board Directors. Uncontested offices may be elected by a voice vote or show of hands of the membership. If there are more than seven nominees, election shall be by secret ballot of the members; the top seven vote-getters shall prevail. Successive ballots shall be employed to resolve tie votes.
- C) Voting by proxy is specifically forbidden. Signed absentee ballots received by the secretary prior to the election from members in good standing shall be accepted for the balloting.

ARTICLE VIII  
BOARD DIRECTORS TERM

- A) The term of office for Board Directors is one year, from the Annual meeting to the Annual meeting. Subject to the requirement for annual re-election, a Board Director may serve no more than eight consecutive terms. Thereafter, that Board Director must step down for a period of at least one full term.
- B) Upon notice to the Director of its intent, the Board may act to remove and replace a Director who fails to fulfill their required duties and/or is absent more than three consecutive, or a total of four scheduled Board meetings in a fiscal year.

ARTICLE IX  
BOARD OFFICERS

- A) The Board of Directors shall elect its own Officers before and announce them at the Annual Meeting each year.
- B) Officers of the Board shall be at minimum a President, a Vice President, and a Treasurer.
- C) The Board may elect such other officers among its members as deemed necessary to conduct the business of VEP.
- D) The Board of Directors shall maintain a copy of all newsletters, significant correspondence, and any other significant documents which will become a part of VEP's original history.

E) Each Director shall share all significant incoming and outgoing correspondence he or she has sent or received with the rest of the Board of Directors at or before their next meeting.

#### ARTICLE X DUTIES OF BOARD OFFICERS

A) **PRESIDENT:** The President is VEP's chief executive officer and shall preside at all Board and general membership meetings. Only the President and/or Board-appointed designee(s) may formally represent or communicate to other groups or agencies in behalf of VEP. The President:

- (1) May call special meetings of the Board of Directors and the Association;
- (2) Has supervisory power over the Board of Directors and may assist them in their duties;
- (3) Is an ex-officio member of all committees and may act as liaison between committees and the Board of Directors in the absence of the committee chair; and
- (4) Is responsible for assuring timely communication with VEP members including publication release of the VEP newsletter, e-mail alerts, and VEP Website updates.

B) **VICE PRESIDENT:** The Vice President shall assume the duties of the President in the event of the latter's absence or inability to serve, resignation or recall. The Vice President shall:

- (1) Be responsible for the distribution of the monthly newsletter;
- (2) Be responsible for maintenance and distribution of VEP's membership database;
- (3) Find a place to hold general membership and Board meetings.

C) **TREASURER:** The treasurer shall administer all VEP monetary transactions, keep an absolute record of all receipts and disbursements, and mail semi-annual invoices to newsletter advertisers. The treasurer shall present monthly statements to the Board of Directors and an annual statement to the Association.

F) **BOARD DIRECTORS:** All Board Directors:

- (1) Shall actively serve in the interest of VEP, its members, and our community;
- (2) Shall, to the extent possible, attend all Board and general membership meetings;
- (3) Shall provide oversight in the fiscal management of VEP funds and in execution of duties set forth in these Bylaws;
- (4) Shall assist the President when called upon to record brief summary minutes of regular and Board of Directors meetings;
- (5) Shall participate in appointment of a newsletter editor and regularly submit newsletter articles to inform VEP members of activities, issues, and events of general interest;
- (6) Shall if requested, assist other Board Directors in the discharge of their duties whenever possible; and
- (7) Should serve on VEP's annual membership drive committee.

#### ARTICLE XI BOARD MEETINGS

A) Meetings of the Board shall be held in accordance with Article IV.C (above); special meetings may be called by the President or by a quorum of Board Directors.

B) Four of its members shall constitute a quorum of the Board of Directors.

C) The Board of Directors shall have the power to act on behalf of VEP without prior membership approval only if their actions are based upon and consistent with the adopted Operating Budget and/or adopted Goals & Objectives or with the purposes of the organization.

D) Any action or proposal not previously approved by VEP members at a general membership meeting shall require an affirmative vote by a majority of Board Directors, a quorum present at a duly noticed Board meeting. Any such action shall be reported to the membership and be agendaized for ratification at the next scheduled general membership meeting.

E) All actions of the Board of Directors on behalf of VEP members shall be reported to the general membership in the next-published VEP newsletter and/or at the earliest subsequent general membership meeting.

## ARTICLE XII ANNUAL GOALS & OBJECTIVES AND BUDGET

A) By no later than the second general membership meeting after VEP's Annual Meeting each year, the Board of Directors shall recommend and VEP members present shall adopt by a minimum two-thirds majority vote a set of Goals & Objectives and a Operating Budget for the coming year.

B) Duly noticed and agendized proposed revisions to Goals & Objectives and Operating Budget may be approved at any general membership meeting by a minimum two-thirds majority of members present.

## ARTICLE XIII PERMANENT COMMITTEES

Permanent committees may be formed as needed by a majority vote of the members present at any general membership meeting.

## ARTICLE XIV TEMPORARY COMMITTEES

A) Temporary committees may be formed for special purposes by a vote of the Association or by the Board of Directors.

B) Each November, the Board of Directors will appoint a VEP Membership Committee. This Committee will conduct a membership drive to renew current members and recruit new members.

C) Each April, the Board of Directors will recommend the appointment, and the general membership will approve members of a nominating committee responsible for identifying qualified and interested VEP members to serve on the Board of Directors for the following year. Seated Board Directors seeking re-election do not qualify for membership on this Committee.

D) Each May, or any other time a new treasurer takes office, the Association will elect an Audit Committee of at least three members to perform a Termination Audit of the Association's financial records. Termination Audits shall be reported at the Annual Meeting, and must be approved by the outgoing treasurer and president and by the treasurer of the incoming Board of Directors. (Ref: Articles XV.E. and XV.F.)

## ARTICLE XV FUNDS

A) VEP property is irrevocably dedicated to charitable purposes and no part of its net income or assets shall ever inure to the benefit of any director, officer, or private person.

B) All funds will be kept in one or more federally insured banks in the name of the Association.

C) All expenditures must be pre-authorized. All checks must be signed by either the President, Vice President, or Treasurer. A sufficiently detailed reimbursement request form and receipt(s) must be submitted prior to payment, and all such forms must be made available for review at the next scheduled Board meeting.

D) The President may authorize any legitimate VEP expenditure up to \$100. Expenditures between \$100 and \$500 may be authorized by the Board of Directors. However, no Board Director may authorize an expense from which he or she directly benefits. Any expenditures in excess of \$500 or from which a Board Director directly benefits must be agendized and approved by a majority vote of members present at a general membership meeting.

E) Bonding of Board Directors is authorized if the association feels it is warranted.

F) Treasurer's records shall be audited by an Audit Committee, as outlined in Article XIV.D.

G) Treasurer's records shall be retained for a minimum of seven years after approval of the applicable Termination Audit. (Ref: Article XIV.D.)

#### ARTICLE XVI DISSOLUTION

Upon dissolution or winding up of VEP, all assets remaining after payment or provision for payment of all its debts and liabilities shall be donated to one or more non-sectarian, community services charities recognized by the IRS as non-profit organization(s) under Section 501(c)(3), or the corresponding section of any future federal tax code, and as designated at that time by the Board of Directors and/or the VEP membership.

#### ARTICLE XVII VEP COMMUNITY ASSOCIATION MEMBERSHIP LIST

A) VEP Community Association membership and mailing lists are confidential and may be used for official VEP Community Association purposes only.

B) Distribution of current or past copies of these lists shall be strictly limited to: VEP Community Association Board Directors on an as-needed basis only; to a VEP Community Association member that has initiated a recall of an officer per Article VI of the Constitution, only for the purpose of collecting signatures on a recall petition; to a disinterested party in a recall of a Board Director, for the purpose of certifying signatures on a recall petition; and to trusted non-VEP personnel for printing labels for official VEP mailings.

C) Under no circumstances shall lists be distributed to or be employed by any VEP Community Association member for uses not directly associated with VEP Community Association business.

#### ARTICLE XVIII ANNUAL VEP COMMUNITY SERVICE AWARD

A. The Board of Directors shall annually propose a service award program for membership approval which may reward at least one graduating high school student nominated for their outstanding volunteer community service.

B. Nominees shall be sought from VEP members, and from the principal or the principals' designee from Gunderson High School and Andrew Hill High School. Awards will be granted without consideration of a nominee's scholarship, VEP membership, or residence area, except that the nominees must either attend Gunderson High School, attend Andrew Hill High School, reside in the VEP membership area, or be the child of a VEP member and reside in San Jose, California. Awards need not be granted each year.

C. Nominations must include certification signed by an administrator of the nominee's high school that the nominee is a graduating senior.

D. Home schooled nominees must be certified to be the equivalent of a graduating high school senior by a tutor credentialed to teach in the state of California, or by an administrator of the school in which the nominee is enrolled as an independent study student.

E. Other selection criteria may be imposed as part of the annual proposal approved by VEP members.

F. The VEP President shall appoint an impartial Selection Committee to whom lists of nominees' qualifications are presented. No member of this Selection Committee may be related to a nominee. Nominees' names and other identifying features shall be removed from lists of qualifications given to the Selection Committee. This Committee shall be comprised of at least three (3) VEP members in good standing, none of whom know the identities of nominees. Decisions of this Selection Committee are final.

G. The amount of the annual Community Service Award appropriation will be generous but consistent with responsible fiscal planning and be specified in the annual Operating Budget proposal to VEP Community Association members. The annual Service Award appropriation will be divided by the number of

awards approved. Each award winner will receive an equal share. If fewer than the number of authorized awardees are selected, the remaining part of the appropriation will be returned to the VEP general fund.

H. Awardees must claim their monetary awards in writing to VEP, showing evidence of registration in an accredited post-secondary education or training program, and must use the award within two (2) years after the award date.

#### ARTICLE XIX INDEMNIFICATION OF BOARD AND COMMITTEE MEMBERS

VEP Community Association indemnifies any Board or committee member against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in a proceeding (including a derivative action on behalf of the Association) to which that person was or is threatened to be made a party by reason of the fact that s/he was or is an agent of the Association, but only to the extent allowed by applicable California Legal Code.

In no event shall anything herein contained be construed as authorizing the Association to indemnify any such Board or committee members against any liability or expense by reason of willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of their office.

The foregoing right of indemnification shall not be exclusive of other rights as to which any Board or committee member may be entitled by law.

#### ARTICLE XX AMENDMENTS

The Bylaws of this organization may be amended by two-thirds of the members in good standing present at a general membership meeting provided that written notice has been given at least forty-eight hours prior to such meeting to all members.

*[End.]*