

**CAPITOLA VILLAGE RESIDENTS ASSOCIATION
BYLAWS**

**ARTICLE I
NAME**

The name of this Association is the Capitola Village Residents Association. The Association is located in the City of Capitola, California, and is comprised of residents in the Central Village and adjacent residential neighborhoods.

**ARTICLE II
PURPOSE**

The purpose of this Association is to provide a forum and represent its members on issues of residential neighborhood enhancement and preservation. The primary focus is on the quality of residential life in the village community. The Association may address such matters as land use, planning, traffic, parking, pedestrian access, public health and safety, noise, open space, parks, recreation, natural resources, wildlife, environmental quality, art and aesthetics, and historic preservation. The Association may sponsor/support or organize events that capture the spirit of Capitola.

**ARTICLE III
COMMUNICATING ASSOCIATION CONSENSUS**

The Association may communicate its views to City officials, business associations, and other groups and organizations which have an impact on the quality of residential life in the village community. All such communications should reflect the commonly held views of village residents, and should avoid advancing the personal agenda of any individual or small group of residents. Such communications should also recognize that Capitola is a visitor-serving community, and that residents respect the right of others, such as tourists and business owners, to enjoy life in Capitola.

**ARTICLE IV
ASSOCIATION BOUNDARIES**

The Association includes the residential neighborhoods that are located within approximately 1000 yards (as the seagull flies) from the Stockton Avenue bridge over the Soquel Creek. These five traditional Capitola neighborhoods are commonly known as the Central Village, Riverview Terrace, the Upper Village, Depot Hill, and the Jewel Box, excluding west of 47th Avenue.*

*See maps in Appendix A

ARTICLE V GENERAL MEMBERSHIP

Section 1. ELIGIBILITY. Any person over the age of 18 who resides in the neighborhoods described in Article IV is eligible to be a member of the Association. A person whose primary residence is within Association boundaries, or who owns residential property within those boundaries will be deemed to reside in the neighborhood.

Section 2. ASSOCIATION GENERAL MEMBERSHIP MEETINGS.

- a. The Association shall conduct general membership meetings as needed, on dates to be determined by the Board of Directors, and announced at least 30 days in advance. In addition, each neighborhood group of residents may conduct meetings, as may be called by the Director(s) representing that neighborhood.
- b. Meetings may be conducted in person or by telephone or other electronic means as determined by the Board of Directors. General membership business, including voting on issues, may be conducted through an electronic medium, provided there is advance notice of such meetings.
- c. There is no quorum requirement for the convening of a general membership meeting; however, no action may be taken by the general membership unless there is at least 10 per cent of the general membership voting in person or electronically, and a majority of those in attendance, including at least one member from each of the five neighborhoods, casts an affirmative vote on any proposed action.
- d. General membership meetings may be open or closed to the general public, as determined by the Board of Directors.
- e. Except as provided herein, general membership meetings shall be conducted pursuant to the most current edition of Robert's Rules of Order.

ARTICLE VI BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board of Directors shall consist of fourteen Directors from the membership representing the five neighborhoods as follows: Four from the Central Village, Three from Riverview Terrace, Three from the Upper Village, Two from Depot Hill, and Two from the Jewel Box. Directors shall be residents or owners in the neighborhoods that they represent. In addition, all officers shall be Directors.

Section 2. SELECTION. The initial fourteen Directors shall be appointed by the founding members, Margaret Kinstler and Linda Hanson, from a list of residents who volunteer to serve on the Board. Thereafter, Directors shall be appointed by the officers of the Association from a list of residents who volunteer to serve on the Board.

Section 3. TERM OF OFFICE. Directors shall serve until they resign or until removed by a majority vote of the Board.

Section 4. ALTERNATES. Alternates for board members may be appointed by the Board of Directors. Alternates may attend meetings and may vote or count as part of a quorum only in the absence of a Board Member from the same neighborhood.

Section 5. VACANCIES. A vacancy on the Board of Directors shall be filled by the officers of the Association by a person who is a resident or owner in the same neighborhood.

Section 6. POWERS AND DUTIES. The Board of Directors shall have the authority to take actions on behalf of the Association, and shall:

- a. Meet at least quarterly, and may conduct such meetings in the same manner as general membership meetings;
- b. Be responsible for the conduct and management of the business of the Association's membership;
- c. Supervise preparation and maintenance of the policies and procedures for the Association and its activities;
- d. Appoint committees as needed;
- e. Supervise the preparation of the budget and approve all expenditures; and
- f. Communicate Association views and positions to other organizations.

Section 7. QUORUM. The quorum for Board meetings is eight Board members, a majority of its total voting membership. No action of the Board may be taken unless the action is approved by an affirmative vote of at least eight Board members.

Section 8. CONFLICT OF INTEREST. Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, professional, and financial interests and the stated purpose of the Association.

ARTICLE VII OFFICERS

Section 1. COMPOSITION. The Officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and Membership Coordinator elected by the Board, and such officers shall be Board Members. In addition, the Board may establish Advisory Officers as may be desired, to be appointed by the Board from the general membership of the Association. Such Advisory Officers are not eligible to vote as Board Members unless they are also Directors. Such Advisory Officers may include: Architecture and Planning Advisor, Liaison to the Business Community, Legal Advisor, Liaison to Environmental Groups, and others.

Section 2. TERM OF OFFICE. The term of office shall be one year, beginning with the Board meeting following the appointment of officers.

Section 3. VACANCIES.

- a. Vacancies in all offices except the Presidency shall be filled by the Board for the remainder of the term of office.
- b. A vacancy in the office of the President shall be filled by the Vice-President. The Board then shall appoint a Vice-President.

Section 4. DUTIES.

- a. President: The President shall coordinate all Association activities, preside at meetings of the Association and the Board, and shall have the general powers of supervision and management of the Association as pertain to the office and such duties as may be designated by the Board. The President shall be an ex-officio member of all other committees and shall be notified of all meetings.
- b. Vice President: The Vice-President shall assume the duties of the President in that officer's absence. Other duties shall be performed as required by the President or the Board.
- c. Secretary: The Secretary shall keep minutes of the Association and Board meetings.
- d. Treasurer: The Treasurer shall account for and be custodian of the Association funds. All checks over \$1,000 shall require signatures of two of the following officers: President, Vice President, Secretary or Treasurer.
- e. Membership Coordinator: The Membership Coordinator shall maintain a roster of membership and shall maintain ongoing contact with members.

ARTICLE VIII FINANCE

Section 1. FISCAL YEAR. The fiscal year of the Association shall be June 1 to May 31.

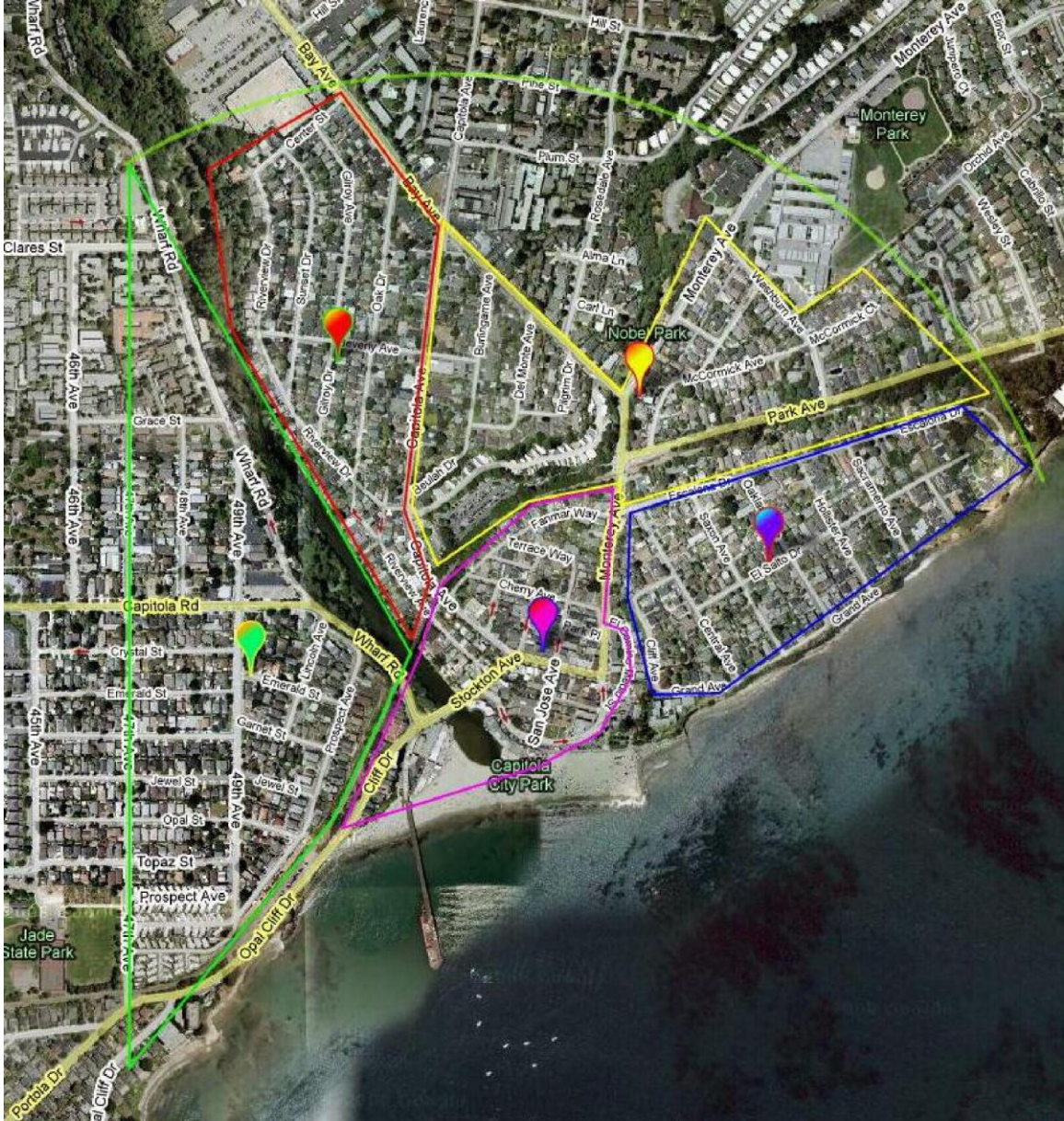
Section 2. DISSOLUTION OF THE ASSOCIATION. In the event of dissolution of the Association, its assets after payment of all indebtedness, obligations, and cost of dissolution, shall be distributed by action of the Board for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501 (c)(4) of the Internal Revenue Code, or shall be distributed to the local government for a public purpose related to the Capitola Village community.

ARTICLE IX PARLIAMENTARY AUTHORITY

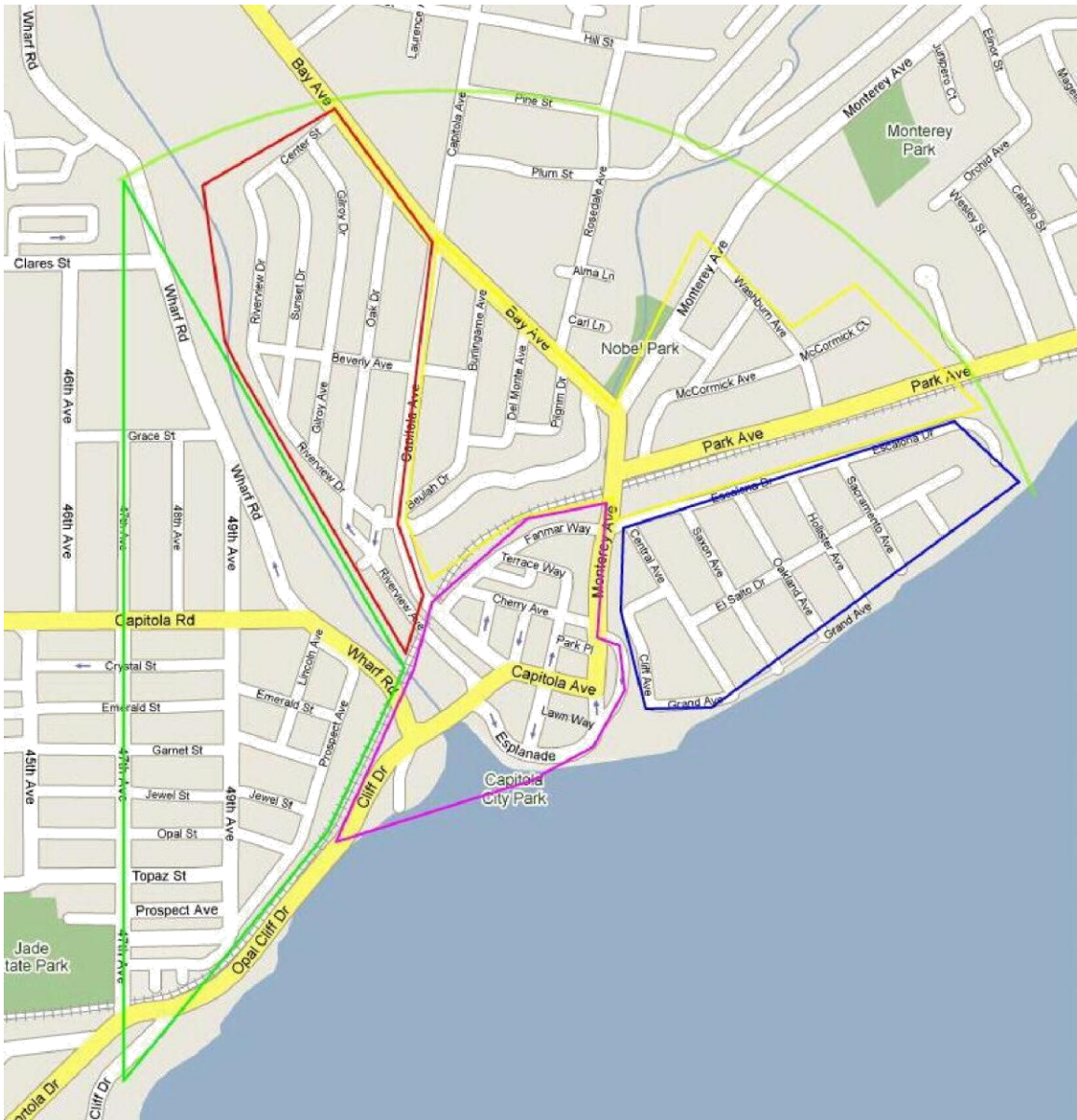
Section 1. AMENDMENTS. Amendments to the Bylaws may be proposed by the Board, or upon a request made to the President by twenty-five (25) members of the Association, all of whom have been members during the preceding year.

- a. Amendment by General Membership. These Bylaws may be amended or revised at an Association meeting or by mail or electronic ballots by a 2/3 vote of members voting, provided that the number of voters is equal to at least 10% of the memberships and that notice of the proposal and manner of voting has been given.
- b. Amendment by the Board of Directors. The Board of Directors may amend these Bylaws by a 2/3 vote of its members; provided, notice of such proposal has been given at the previous Board meeting and notice sent to those members not present at the meeting. The general membership shall be notified of any such Bylaw amendments.

Appendix A: Map showing Neighborhood Boundaries



Map data © Tele Atlas via Google Maps



Map data © Tele Atlas via Google Maps

