

# The Barron Park Association

## Bylaws

Revised February 28, 2006

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### BYLAWS OF BARRON PARK ASSOCIATION

#### I. NAMES

The name of this unincorporated association shall be the *Barron Park Association*.

Unless otherwise designated by the Board of Directors, the address of the Association shall be that of the President of the Association.

The term *Barron Park* shall be understood to refer to the area of Palo Alto approximately bounded by El Camino Real, Arastradero Road, Gunn High School, and the Stanford Industrial Park.

The term *resident* shall be understood to refer to residents of Barron Park and owners of residential property in Barron Park.

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#### II. PURPOSES

The purpose for which the Association is formed is to represent those interests of the residents of Barron Park pertaining to the preservation and enhancement of the area as a residential community.

The Association shall conduct the following activities and any others which may further that purpose: It shall develop among the residents of Barron Park an awareness of issues pertaining to the Barron Park area, and shall provide a vehicle for expressing their views on those issues; It shall develop and maintain liaison with government agencies whose actions affect Barron Park and shall work to further Barron Park community goals through those agencies; It shall develop and maintain liaison with similar community organizations which have interests in common with those of the Association and shall work with those organizations to achieve common goals.

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### **III. MEMBERSHIP**

There shall be two classes of membership: *regular* and *associate*.

All residents of Barron Park shall be eligible for regular membership in the Association. Regular members are eligible to vote in matters that might be placed before the Association from time to time.

Individuals who are not residents, but who have strong ties with or beneficial interest in Barron Park shall be eligible for associate membership in the Association. Such members may attend the meetings normally open to members of the Association but are not eligible to vote in Association matters.

An individual who meets the requirements of regular membership shall become a member of the Association upon payment of annual dues, the amount of which shall be fixed by the Board from time to time. All members shall pay annual dues. Membership year and renewal period will be determined by the Board.

Membership meetings shall be held at least once in each calendar year upon notice from the Board of Directors to the general community. Additional meetings may be held at the call of the Board to deal with issues which confront the Association or the community. Unless otherwise designated by the Board, such meetings shall be open to the community as a whole. Notice shall be given by distribution of flyers or by other public means at least two weeks in advance of the meeting. Any resident may participate in any open public meeting organized by the Association.

The Association will seek to know the opinions of Barron Park residents and will provide services to all residents.

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### **IV. BOARD OF DIRECTORS**

The Board of Directors shall seek to maintain at least seven and no more than fifteen members, the exact number to be fixed by resolution of the Board from time to time. Upon any change in the number or identity of individual Directors, the Board shall so inform the community at the next general meeting.

The Board shall meet at least once per quarter at a time set by resolution or by the President. Additional meetings of the Board may be called by the Directors or the President.

A quorum for Board meetings shall be a majority of the current Directors. A Board meeting lacking a quorum may meet but can not take any official action on behalf of the Board.

Vacancies on the Board, or new seats on the Board, shall be filled by the Board, which may elicit the interest and participation of qualified regular Association members willing to serve on the Board. The Board may designate a search committee to aid in such effort, and may take other steps so that interested members of Barron Park may participate in the work of the Association.

Directors shall serve for a minimum term of one year, and shall serve without compensation.

A Director may be removed for cause by a two-thirds vote of a quorum of the Board. The Director must be notified at least one week in advance of the proposed action and meeting. Cause is defined to be: (a) actions deemed by the Board to be harmful to the interests of the Association; (b) an unexcused absence from more than three consecutive regularly scheduled meetings of the Board.

The Board shall from time to time take whatever steps it deems necessary to determine the sentiments of the residents of Barron Park as to important issues through the holding of public meetings, votes taken at public meetings, through letters and other communications, and receipt of petitions. The Board shall inform, educate and lead the residents in the resolution of complex issues.

The Board, collectively or individually, or its designated agents, may speak before government agencies, may deal with the public and with government agencies as an organization representative of Barron Park, and shall take all steps it deems necessary to fulfill the purpose listed above.

The Board and the various Committees shall produce written Policies and Procedures, approved by the Board, that govern the representation of the Association by Directors or Committee members.

The Board shall not have the power legally to bind any resident to any course of action, and may not enter into contracts binding upon any group of residents. The Board shall not have the power to impose liability, financial or otherwise, nor shall individual Board members be liable for the acts of the Board. Actions taken by the Board or by the Association shall not take the place of services regularly furnished by any governments or government agencies, nor shall the Association be or act as the extension or agent of any government agency. Residents of Barron Park, whether or not members of the Association, may petition as individuals any governmental agency without regard to the Association or its activities.

There shall be an Associate Member class of Board of Directors. A current or past member of the Board who cannot fulfill an active role, but who remains actively interested in the affairs of the Board, is eligible for Associate Membership, and may be given that status by a vote of two-thirds of a quorum of Board members at a regularly scheduled meeting. The candidate must be notified two weeks in advance of the action. An Associate Member of the Board may not vote on any actions nor take actions as a

Board member nor be considered in establishing a quorum. The Associate Member may attend any meeting open to a regular Board member.

The meeting place for meetings of the Board of Directors will be fixed from time to time by the Board and communicated to the full Board and anyone interested with at least two weeks notice before the next meeting.

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## **V. OFFICERS**

The officers of the Association shall be: a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. The officers shall be members of the Board. One individual may hold more than one office at a time.

The officers shall be elected by the Board for a term of two years beginning March 1 or such other date as the Board may fix. Election shall be by a majority vote of the current Directors. Individuals may serve only two consecutive terms (four years) in the office to which they are elected. After serving two consecutive terms an individual may be elected to the same office after the period of the next term. If an individual fills a vacancy mid-term, the remaining term does not count as part of the two-term limit. Exception: If a current Board has an insufficient number of members, and/or if none of those members are able or willing to serve as new officers, current officer term limits may be extended for a period of time as decided at a regular Board meeting, and agreed to by a vote of two-thirds of a quorum of Board members.

An officer may be removed from office for cause by a two-thirds vote of a quorum of the Board. Cause is defined to be actions deemed by the Board to be harmful to the interests of the Association. The officer must be notified at least one week prior to the meeting of the intended action.

A vacancy in any office shall be filled by the Board by election from among new or current Board members. Any officer so elected shall serve out the remainder of the previous officer's term.

Subject to control of the Board, the President shall have general supervision and direction of the affairs of the Association. The President shall preside at all meetings of Association members and of Directors and shall have such other authority and duties as the Board may prescribe from time to time.

In the absence or disability of the President, the Vice President shall perform the President's duties, and in so acting shall have all the authority of the President. The Vice President shall have such other powers and duties as the Board may prescribe from time to time.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, of meetings of the Executive Committee, and of all correspondence to or from the Association. The Secretary shall supervise the keeping of all other records of the Association, including the maintenance of a membership roster, and shall discharge such other duties as the Board may prescribe from time to time. The Treasurer shall receive and safely keep all funds of the Association and shall deposit them in the financial institutions designated by the Board of Directors. Those funds shall be paid out only on checks of the Association signed by such officers as the Board may designate. The Treasurer shall also discharge such other duties as the Board may prescribe from time to time.

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## **VI. AMENDMENT OF BYLAWS**

The Bylaws of the Association may be amended by the vote of a majority of the current Directors. The amendments shall become effective as of their adoption by the Board. All such amendments and alterations to the Bylaws shall be presented to the membership of the Association by email, by mail, or by handout at the next general meeting following their adoption.

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## **VII. COMMITTEES**

The Board of Directors is empowered to establish such temporary or standing committees as it deems necessary, and to delegate to said committees whatever authority is necessary for their proper function. Such committees may consist both of current members of the Association (whether or not on the Board) and of other members of the Barron Park community. The Board of Directors and the committees referred to above shall make every possible effort to enlist the participation of members of the community in all activities of the Association and to inform the community of those activities.

The Board may abolish a committee formed by the Association. This action shall occur at a regularly called meeting of the Board with notice of one month to members of the Board and of the committee.

The Chairperson of each committee shall be approved by a majority vote of a quorum of the Board of Directors. The Chairperson shall be directly responsible to the Board of Directors and shall make periodic reports to the Board.

A Chairperson may be removed for cause by a two-thirds vote of a quorum of the Board at a regularly called meeting. Cause is defined to be actions deemed by the Board to be harmful to the interests of the Association. The Chairperson and all committee members shall be notified two weeks in advance of such action.

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## VIII. POLICIES AND PROCEDURES

The Board of Directors and the various Committees shall develop policies and procedures as needed. These policies and procedures will be used as guidelines for conduct of Association business. These Policies and Procedures will be recorded, submitted to the relevant Committee and the Board of Directors for approval, and provided in written form to the Secretary, who will include them in a Policies and Procedures Guidebook and provide an updated copy to each Director as necessary. The policies and procedures may be amended by a simple majority of the relevant Committee, with concurrence by the Board of Directors.

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These bylaws have been reviewed and approved by the Board.

Adopted:

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Date

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President

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Chairman, Bylaws Committee

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Secretary