

<p>COUNTRY LANE NEIGHBORHOOD ASSOCIATION BY-LAWS</p>
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ARTICLE I

Name and Boundaries

The name of this association shall be Country Lane Neighborhood Association, hereafter referred to as CLNA or the Association, which is located within the quadrant surrounded by Lawrence Expressway, Doyle Road, Saratoga Road and Prospect Road; in the city of San Jose, Santa Clara County, in the State of California.

ARTICLE II

Purpose and Goals

Section 1. Purpose. The purpose of this Association is to serve as a vehicle for communication with the Country Lane community, between CLNA and the City of San Jose and other Neighborhood Associations within the area.

Section 2. Mission. To establish a communication network within the neighborhood and to establish and act on a set of priorities and actions that will foster and maintain a high quality, safe and friendly living environment.

Section 3. Goals. The goals for this Association will be defined by the Board of Officers of the Association (the "Board") with input from the members of the Association at the annual meeting and updated throughout the year as needed.

ARTICLE III

Definitions

Section 1. Standing Definitions. The terms defined as follows shall be considered standing definitions:

- a. Membership. Membership in this organization shall be open to persons who reside in the neighborhood boundaries and subscribe to the goals and aims of this Association.
- b. Voting. Each member shall have the right to cast one vote. In the case of family members, each person is entitled to one vote.

- c. Voting Method. Voting may be done through a show of hands or verbal forum for regular agenda items. However when voting for officers or other action items, members may use secret ballot. Voting on certain items may also be conducted by mail or e-mail or in any manner that the Board shall determine.

ARTICLE IV

Organization

Section 1. The CLNA will run in a democratic fashion. No one person will have governing power to act upon or approve any decision without majority vote from the CLNA Board.

Section 2. This organization's hierarchy is comprised of its general membership, designated block captains, a core group of members in active participation in the direction and actions of the association, and the Board.

ARTICLE V

Officers

Section 1. Composition. The Board of the neighborhood organization shall consist of five (5) members: President, Vice President, Treasurer, Secretary and Communications Officer.

Section 2. Term of Office. The term of office shall be for two (2) years. Officers will be elected at the first annual meeting to serve for that two (2) year period. No person may hold the same office for more than (3) consecutive terms in the same office.

Section 3. Vacancies. A vacancy on the Board shall be filled by a substitute for the remaining period until the next election. The substitute shall be elected by the members and voted in as soon as practicable following a vacancy.

ARTICLE VI

Officer's Duties

Section 1. Power and Duties. The Board shall:

- a. Be responsible for conducting and managing the Association;
- b. Supervise preparation and maintenance of the procedures and guidelines for the Association and its activities;
- c. Appoint ad hoc committees as needed; and
- d. Budget and approve all expenditures.

Section 2. President. The President shall coordinate all Association activities, preside at meetings of the Association, and shall have the general powers of the supervision and management of the Association.

Section 3. Vice President. The Vice President shall assume the duties of the President in the President's absence. The Vice President shall also work closely with the committees to ensure that events function properly. Other duties shall be performed as directed by the President or the Board.

Section 4. Treasurer. The Treasurer shall be custodian of the Associations' funds and under the direction of the Board shall ensure that funds are used for the exclusive support of the CLNA mission. The Treasurer shall, with Board collaboration develop a budget, collect, deposit, make payments, oversee all CLNA funds, keep proper financial records, and provide financial reports to the membership and Board regularly. CLNA checks shall be signed by the Treasurer and by one of the following: President or Vice President.

Section 5. Secretary. The Secretary shall be responsible for recording and archiving the minutes and preparing the agendas for the Association and Board meetings.

Section 6. Communications Officer. Shall be responsible for editing the newsletter, maintain the Associations website, and has the responsibility of correspondence at the direction of the President.

ARTICLE VII

Meetings

Section 1. General Meeting. The Association shall conduct bi-monthly general meetings, including the Annual Meeting. Meetings will be held on the second Thursday of the appropriate month. Meetings may be changed to avoid scheduling conflicts such as holidays.

Section 2. Annual Meeting. An annual meeting shall be conducted in January. The purpose of the Annual meeting is to set the direction for the following year.

Section 3. Special Meetings. Special meetings may be called by the majority of the Board and or by the request of ten (10) association members in good standing. In either case, a seven (7) day notice shall be provided.

Section 4. Meeting Minutes. Minutes for each meeting shall be recorded and made available to Association members at the next meeting and or by verbal or written request.

ARTICLE VIII

Amendments to these By-Laws

Section 1. Proposal of Amendments. Amendments to these By-Laws may be proposed by the Board or by written petition by twenty-five (25) members of the association addressed to the Secretary. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the Secretary. The proposed amendments will then be placed on the agenda of the next regular meeting, at which time the proposed amendments shall be voted on by the members.

Section 2. Adoption of Amendments. An affirmation vote of two thirds (2/3) of the total number of the Association members present at the meeting to consider such amendment(s) shall be required to adopt any proposed amendments to the By-Laws.

ARTICLE IX

Dissolution

Section 1. Dissolution. In the event of dissolution of the CLNA, any assets remaining after payment of debt and liabilities shall be given to a non-profit community group, as directed by a majority of the Board.