

**DISTRICT 10 LEADERSHIP COALITION
BYLAWS**

[Approved 5/18/13]

**ARTICLE I
NAME**

The name of our organization shall be the District 10 Leadership Coalition. Our membership boundaries are identical to those of San José City Council District 10.

**ARTICLE II
MISSION**

Our Mission is to foster an awareness of issues that leads to successful advocacy for safe and secure neighborhoods, improved urban services, and a desirable quality of life for current and future San Joseans. To that end, we will provide a forum for communication, social and political interaction that fosters understanding of and working relationships with government and other community groups and encourages development of leadership, active community service and engagement.

**ARTICLE III
MEMBERSHIP AND VOTING**

SECTION 1 – MEMBERSHIP ELIGIBILITY

1. Membership in the District 10 Leadership Coalition is open to any community based organization, neighborhood association, neighborhood group, or business group that is located within Council District 10 boundaries.
2. Any Coalition member may recommend nomination of a candidate for membership (See Article VI.1.a).
3. To be nominated, a potential member must have attended at least two (2) of the last six (6) Coalition meetings.
4. New group or individual members will be nominated by our Nominating & Member Development Committee whose recommendations will require ratification by majority vote at an agendaized, regularly scheduled Coalition membership meeting, a quorum present.

SECTION 2 –MEMBERSHIP COMPOSITION

1. The District 10 Leadership Coalition shall be made up of delegates from each eligible member organization. D-10 groups and residents who are not affiliated with a group may be nominated for membership by our Nominating & Member Development Committee and be admitted upon majority approval of members at a scheduled meeting, a quorum present. Nominees must be named in advance on the meeting agenda.
2. Each eligible member organization may appoint up to two (2) delegates. Said member delegates must be sixteen (16) years of age or older and must be registered in advance as delegates.

SECTION 3 - ATTENDANCE

Unannounced absence without good cause from three or more meetings in one calendar year shall be justification for removal from membership. This applies to membership in the Coalition and the Board of Directors.

SECTION 4 – VOTING

Subject to eligibility provisions in Article 3 Section 5, individual members and registered delegates from member organizations will each have one (1) vote in matters of D-10 Leadership Coalition business. Members must be present to vote or must submit their vote in writing to the Board of Directors and be received no later than 24 hours before the vote is taken; written votes must be counted in tallying the result.

SECTION 5 – VOTING ELIGIBILITY

To be eligible to vote in D-10 Leadership Coalition business, a delegate or individual member must have attended at least two (2) of the previous three (3) meetings and be registered in advance.

SECTION 6 – VOTING METHOD

Upon request by the Chair, voting on regular agenda items may be done through a show of hands, by roll call, or by secret ballot. A secret ballot will be used when voting for officers.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 – DEFINITION OF THE BOARD OF DIRECTORS

A Board of Directors shall be recommended by the Nominating & Member Development Committee and be elected annually by the Coalition membership. The Board of Directors will elect its own officers, decide what issues are brought before the membership, set agendas for all Coalition and Board of Directors meetings, and speak for the District 10 Leadership Coalition.

SECTION 2 – BOARD COMPOSITION

The Board of Directors shall consist of five (5) members.

1. All Board Directors shall be active members of the D-10 Leadership Coalition.
2. No Board Director may hold more than one D-10 Leadership Coalition office at one time.
3. No more than one member of any eligible member organization can hold a seat on the Board of Directors.

SECTION 3 – TERM OF OFFICE AND ELECTIONS

1. Board members shall serve one (1) year terms.
2. Board members may serve no no more than three (3) consecutive terms.
3. Board nominations shall be announced at the Coalition's November meeting. A nominee must be present to accept or decline the nomination, or have been asked prior to meeting to determine if he/she is willing to accept the nomination.
4. Board nominations may be made from the floor by any District 10 Leadership Coalition member until nominations are formally closed and elections are held at the Annual Meeting.
5. Board election shall be held at the Annual Meeting each year. Election shall be by secret ballot. Tally and verification of the eligible votes shall occur immediately after the close of voting.
6. Elected Board of Directors members shall assume their responsibilities immediately upon adjournment of the Annual Meeting.
7. If a Board Director resigns or has become inactive, that seat shall be deemed vacated. If more than half of the scheduled meetings remain in the current year, the Nominating & Member Development Committee shall recommend a replacement for ratification by majority consent of members at the next regularly scheduled meeting.
8. Board Officers: The Board of Directors shall annually elect the following officers from among its five members: Chair, Vice Chair, Secretary, and Treasurer. The names of these officers shall be made known to the Coalition membership no later than the first regularly scheduled meeting after election. Whenever a new treasurer is elected, an Audit must be conducted (see Article VII.1.).
9. Board Officers shall serve one (1) year terms.
10. No office may be held by the same Board member for more than two (2) consecutive terms.

SECTION 4 – REMOVAL OF BOARD DIRECTORS

1. A Board Director may be removed from office for stated cause by a 2/3 quorum vote of the Board of Directors at an agendized Board meeting, a quorum present. Removal of that Director will require ratification by Coalition members at the next regularly scheduled meeting.
2. If more than half of the scheduled meetings remain in the current year, the Nominating & Member Development Committee shall recommend candidate(s) to replace Board Director(s) removed from

office. Election of replacement Board Director(s) shall be agendized and selected by majority consent of Coalition members at the next regularly scheduled meeting, a quorum present.

ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

1. The CHAIR shall preside at meetings of the District 10 Leadership Coalition, shall represent or appoint a delegate to represent the Coalition and its formal positions, shall co-sign with the Treasurer all checks of more than \$50 drawn against the funds of the Coalition, and perform such other duties as the Board may require.
2. The VICE CHAIR shall assume the duties of the Chair during the Chair's absence. If the Chair's seat becomes vacant, the Vice-Chair shall assume the responsibilities of the Chair until such time as a new Chair is elected by vote of the Coalition membership.
3. The SECRETARY shall take roll, keep summary minutes of all meetings, tally the votes on all matters that come before the Coalition membership for decision, keep records of District 10 Leadership Coalition member attendance, notify all members of meetings and its agenda, maintain a list of members, and perform such other duties as the Board may require.
4. The TREASURER shall keep an account of the income and expenditures and report at each meeting, reimburse Board approved expenditures, and co-sign with the Chair on all checks of more than \$50 drawn against the funds of the District 10 Leadership Coalition. Whenever a new treasurer takes office, the outgoing treasurer shall prepare documentation for and participate in a review by an Audit Committee of his/her financial records (see Article VII.1.).

ARTICLE VI STANDING COMMITTEES

Standing committees will meet as needed or as requested by the Board of Directors to discuss matters of concern to the D-10 Leadership Coalition. Standing Committees will have two or more members and elect their own Chair. Each Standing Committee must include at least one, but not a numerical majority of Board Directors. District 10 Leadership Coalition members in good standing may belong to more than one standing committee. Recommendations from standing committees shall be approved for consideration by 2/3 quorum vote of the Board of Directors and be decided upon by majority consent of the Coalition membership.

1. Nominating & Member Development Committee:
 - a) Recommends candidate groups/individuals for membership, taking into consideration candidates recommended by any Coalition member.
 - b) Recommends a slate of candidates for annual election to the Board of Directors.
 - c) Assists interested D-10 individuals and businesses in becoming organized and in preparing for nomination for Coalition membership.
2. Public Safety Committee
3. Urban Development & Infrastructure Committee
4. Budget & Taxation Committee
5. District 10 Issues Committee
6. Public Communications Committee: Responsible for website development, content, and maintenance.

ARTICLE VII AD HOC COMMITTEES

Temporary committees may be formed as needed and disbanded as appropriate by the Board of Directors or by 2/3 vote of the Coalition membership.

1. Audit Committee: Whenever a new treasurer takes office, the Coalition will appoint an Audit Committee of at least three members to perform an Audit of the outgoing treasurer's financial records. Results of this Audit must be approved by the outgoing president and treasurer and by the treasurer of

the incoming Board of Directors and be reported at the next regularly scheduled Coalition meeting following our Annual Meeting.

ARTICLE VIII MEETINGS

SECTION 1 – COALITION MEMBERSHIP MEETINGS

All meetings of the District 10 Leadership Coalition shall be open to the public. Coalition members are encouraged to invite prospective new members.

1. Coalition membership meetings shall be held at least once every other month in odd numbered months. The Board of Directors shall propose for member approval an annual meeting schedule at the first meeting each year.
2. The Secretary will email meeting notices and agendas to the Coalition membership at least one (1) full week prior to any scheduled meeting.
3. Special meetings may be called for stated purposes by a 2/3 vote of either the Board of Directors or the Coalition membership. One week's email notice and a proposed agenda are required.
4. A quorum shall consist of delegates from at least half of eligible member organizations and the Board Chair or Vice Chair. A quorum must be present to vote on D-10 Leadership Coalition business.
5. Unless added and approved as an emergency item by a 2/3 majority of members present, no business may be concluded on items that are not cited in the published agenda.

SECTION 2 – ANNUAL MEETING

1. The first regularly scheduled Coalition meeting each calendar year shall be designated our Annual Meeting. This meeting will include year-end reports from the outgoing Chair and Treasurer, a report of nominees by the Nominating & Member Development Committee, and election of Board members.
2. The Nominating & Member Development Committee chairperson (or, if a candidate, another Committee member) will conduct the election process. Their slate of nominees will be distributed to the Coalition membership along with the agenda for our Annual Meeting each year. Nominations will also be accepted from the floor. Upon closing nominations, Board members will be elected by majority consent of members at the Annual Meeting, a quorum present.

SECTION 3 – BOARD OF DIRECTORS MEETINGS

1. Board of Directors meetings shall be held at least once every other month in odd numbered months. The Board of Directors shall announce their annual meeting schedule at the first Coalition membership meeting each year.
2. The Secretary will email meeting notices and agendas to the Coalition membership at least one (1) full week prior to any scheduled Board meeting. Any member in good standing may attend and speak (but not vote) at a Board of Directors meeting.
3. A quorum shall consist of at least three Board Directors.
4. Special Board of Directors meetings may be called for stated purposes by a 2/3 vote of its membership. A proposed agenda and one week's email notice to the Coalition membership are required.
5. Actions by the Board of Directors must be agendaized and decided upon by a vote of the membership at the next regular Coalition meeting.
6. Decisions by the Board of Directors shall require a simple majority, a quorum present.

SECTION 4 – MEETING PROCEDURES

1. The conduct of all meetings shall be generally consistent with Roberts Rules of Order.
2. An attendance roster shall be completed at each District 10 Leadership Coalition meeting.
3. Summary minutes shall be kept of each meeting by the Secretary or a designated member.
4. Copies of the previous meeting's minutes will be made available upon request one week in advance of Coalition meetings.

SECTION 5 – MEETING AGENDAS

1. Considering requests from D-10 Leadership Coalition members, the Board of Directors will decide what issues are brought before the membership and set agendas for all Coalition and Board of Directors meetings.
2. Subject to restrictions in ARTICLE VIII. SECTION 1.5, any registered delegate or member may request that an item be added to the agenda before or at the beginning of a meeting.

ARTICLE IX AMENDMENTS TO THESE BYLAWS

1. Initiation: Any member in good standing may request an amendment to these Bylaws. If approved for consideration by a 2/3 vote at a quorum Board meeting, such requests may, time allowing, be referred to a sub-committee for vetting or the Board may, itself, recommend it for member consideration.
2. Approval: A Bylaws change must be approved by a 2/3 vote at a quorum Board meeting, then be approved by 2/3 vote, a quorum present, at an agendaized, regularly scheduled D-10 Leadership Coalition meeting.

ARTICLE X COALITION ASSETS

SECTION 1 - USE OF COALITION FUNDS

1. District 10 Leadership Coalition funds shall only be used for purposes consistent with our Mission and approved in advance by the Board of Directors and/or Coalition membership: amounts up to \$100 may be approved by quorum vote of the Board; amounts over \$100 must be approved by quorum vote of Coalition members.
2. Buying goods or services from a Board Director or Coalition member must be justified by a comparison of quality and price and be approved by quorum vote of Coalition members. Funds may not otherwise be used to benefit a Board Director or Coalition member.
3. Receipts will always be required for and to substantiate any reimbursement.
4. Treasurer's records shall be audited by an Audit Committee, as outlined in Articles V.4 and VII.1.

SECTION 2 - DISSOLUTION OF COALITION ASSETS

Upon dissolution of the District10 Leadership Coalition, any assets remaining after payment of debts and liabilities shall be distributed to a nonprofit fund, a foundation, community group, or a corporation organized for purposes and goals consistent with those established by the District 10 Leadership Coalition.

The Board of Directors will recommend several qualifying entities for selection by majority consent of Coalition membership, a quorum present, at an agendaized, regularly scheduled meeting.

[End]