

BYLAWS
OF
LOS CERRITOS NEIGHBORHOOD ASSOCIATION

Introduction

Seniority of Laws, Articles, Bylaws, Policies and Resolutions.

The governing law relevant to the conduct of the Los Cerritos Neighborhood Association ("LCNA") shall be the laws of the United States, laws of the State of California, the Articles of Incorporation, the Bylaws and the policies and resolutions that are passed from time to time by the members and directors. If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the senior body of law and the junior bodies of law are deemed automatically amended. Directors shall make every effort to generally amend the junior bodies of law whenever necessary so that inconsistencies will be corrected. The priorities of the governing bodies of law are as follows: (a) laws of the United States; (b) laws of the State of California; (c) Articles of Incorporation; (d) Bylaws; and (e) policies approved by the Directors.

Article I – Name

The name of this organization is Los Cerritos Neighborhood Association, hereafter known as LCNA, a California non-profit corporation.

Article II – Objectives

LCNA shall:

- Promote the general well being and sense of community for the Los Cerritos neighborhood.
- Seek to educate residents, promote an active understanding of citizenship and civic responsibility through communication between residents, local businesses and city officials.
- Encourage beautification, public safety and community awareness.

Article III – Members

Section 3.1 Classes

The membership of this organization shall be open to any residential property owner or resident residing within the limits of the Los Cerritos Area, which extends from Interstate 405 on the South, to the Metro Blue Line on the West, the Virginia Country Club, V.C.C., on the North, to Long Beach Boulevard on the West.

Section 3.2 Qualifications

Resident members of LCNA shall be an individual member in good standing who owns a house or rents an apartment/condo/house in the Los Cerritos Area of Long Beach, California as set forth within these Bylaws.

Section 3.3 Acceptance for Membership

Each applicant for membership in LCNA shall complete an application provided by LCNA, approved by the Executive Board, on which a pledge shall be set forth that the member pledges himself or herself to faithfully abide by the articles and Bylaws now in force and to abide by the rulings of the Board and membership. Only individuals over the age of eighteen (18) shall be eligible for membership.

Section 3.4 Powers of Members

Powers of voting members shall be as follows:

- a. To elect or recall the Directors of LCNA and to vote on all other matters coming before LCNA at the General Meeting.
- b. Matters brought before LCNA for a vote shall be voted upon by a majority of voting members present and this shall be binding provided such action was noticed in writing via e-mail and website posting at least five days prior to the meeting.
- c. Bylaw changes shall require a two-thirds (2/3) majority vote of the voting membership in person or by mail.
- d. A quorum must be established for any vote to become binding.
- e. Actions involving the Purpose of LCNA as described in its Article of Incorporation and its objectives in these Bylaws shall be within the exclusive jurisdiction of the voting membership and shall be binding upon the LCNA Directors.
- f. Bylaw changes may be made by a 2/3 majority of the board during the first year of operation.

Section 3.5 Dues

Membership dues shall be as follows:

- a. Voting membership shall be \$24.00 annual fee per residential address, due five (5) days prior to voting at the General Annual Meeting to be held in the month of March.
- b. Dues may be increased or decreased by a majority vote of the membership.
- c. Dues payments made after June 1 must include the balance of the current year and the full amount of the next year.

Section 3.6 Delinquency

- a. A voting member whose dues are delinquent shall forfeit his or her voting rights until dues are paid.
- b. No member shall be able to vote on any matters until his or her dues are paid.

Section 3.7 Suspension

- a. Any member may be suspended or expelled for cause by a majority vote of

the membership in person or by mail.

1. Prior to action by LCNA, the member shall be given thirty (30) days notice in writing of the charges against him or her.
 2. The member shall have the opportunity of being heard by the Board of Directors.
 3. All decisions regarding suspensions by the Board of Directors shall be ratified by LCNA at the next general meeting.
- b. Should a member be suspended or expelled, he or she shall forfeit to LCNA any dues paid to LCNA.
- c. Voting members suspended for failure to pay dues shall have their voting membership status reinstated upon payment of dues in full.

Section 3.8 Membership List

The membership list will be managed in accordance with California Corporations Code Section 6330.

Article IV – Executive Board

Section 4.1 Number of Directors

The LCNA Executive Board shall be composed of seven (7) members elected by the voting membership. Three (3) directors shall be elected every three years and two (2) directors shall be elected all other years. Three (3) directors will be elected in 2012, two (2) in 2013, two (2) in 2014 and so forth.

Section 4.2 Qualification

All directors must have resided in the Los Cerritos Area for a minimum of four (4) consecutive years and be a member in good standing as defined in these Bylaws.

Section 4.3 Duties

It is the duty of the Board to ensure that the principles underlying parliamentary law are followed. All interpretations of the Bylaws, policies, procedures and rules of order must be based on a regard for the rights of the majority; of the minority, especially a strong minority (greater than one third of individual voting members); of absentees; and of all these together. Directors have three basic legal obligations: The Duty of Care requires the exercise of care, diligence and skill that an ordinary, prudent person would exhibit under similar circumstances, the duty of loyalty requires the pursuit of LCNA's best interests (a Director must avoid self-dealing, absent full disclosure and board approval in each case), the duty of obedience requires actions in accordance with LCNA's rules and in furtherance of its purpose as stated in the Articles of Incorporation and its object as stated in these Bylaws.

- a. The Executive Board of LCNA shall have the general supervision of the affairs of LCNA and shall make recommendations to the membership and perform other duties as specified in these Bylaws or as directed by the voting membership.
- b. The Executive Board shall be responsible for adoption of an annual budget.
- c. Board members shall be called upon as deemed necessary by circumstance,

general membership or an Officer of LCNA to perform, lawful duties and activities as become necessary for the benefit of the residents of Los Cerritos and the LCNA as defined by these Bylaws and policies. Failure to assume said duties, having accepted same, may result in a request for resignation by a majority of the Executive Board.

- d. If a director misses three (3) consecutive meetings, he or she is subject to dismissal by a 2/3 vote from the remaining Board.

Section 4.4 Vacancies

Director vacancies on the Executive Board shall be filled for the unexpired term by appointment by the President of LCNA and confirmed by the majority of the remaining Board. If the President resigns or there becomes an Officer vacancy due to unforeseen means, the Vice President shall assume his or her duties and responsibilities until the next regularly scheduled Board meeting at which time successors will be elected to the respective vacant positions.

Section 4.5 Voting

Official action by the Directors shall be considered as binding by LCNA unless said action conflicts with previous decisions made by a vote of the General Membership.

Section 4.6 Term of Office

The term of office of the Elected Directors shall be for a period of three years.

Section 4.7 Initial Organization Board

To create the LCNA, a team of residents held meetings to complete the tasks required to start the organization. One of these tasks included electing a slate of seven (7) initial directors to lead the LCNA during its formation.

1. In order to provide a continuation of organizational knowledge on the Board, three (3) of these initial directors will have their terms expire in 2012, two (2) directors will have their terms expire in 2013 and two (2) directors will have their terms expire in 2014.
2. These initial directors have the same duties and powers as the subsequently general membership elected directors.

Article V – Officers

Section 5.1 Officer Listing

The officers of LCNA shall be Appointed by the elected board of directors as follows:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Sergeant-at-Arms/Parliamentarian
- f. Two other Directors

Section 5.2 Qualifications

All officers must have resided in the Los Cerritos Area for a minimum of four (4) consecutive years and be a member in good standing as defined in these Bylaws.

Section 5.3 Duties and Powers

The duties and powers of the officers of LCNA shall be as follows:

- a. The President shall preside at all general and Executive Board meetings with the right to attend all Board committee meetings. In his or her absence said duties shall pass on in rank of order as appears in these Bylaws.
- b. The Vice President shall assist the President as necessary and shall preside in his or her absence or vacancy.
- c. Two signatures shall be required on all checks. The Treasurer shall receive and administer all funds set forth in these Bylaws. The Treasurer shall submit an accounting to the Executive Board at least quarterly on all funds. Any checks for withdrawal from LCNA under \$500.00 shall be approved by the Treasurer and all checks for withdrawal over \$500.00 shall be approved by the Treasurer and either the President or Vice President.
- d. The Secretary shall keep a correct record of the proceedings of LCNA and other such other duties as are prescribed by the Directors. The Secretary shall maintain and update all necessary records required by the Secretary of State. The Secretary shall pass on the Minutes, Agendas, and all written or prepared reports of previous years' meetings to his or her successor.
- e. The Sergeant-at-Arms/Parliamentarian shall keep order at all meetings of the LCNA.

Section 5.4 Officer Nominations and Elections

Newly elected, re-elected, and appointed Directors shall nominate and elect officers at the first regular meeting following the annual meeting. Each elected officer shall be by a majority of the Board of Directors.

Section 5.5 Term of Office

- a. Elected officers shall hold office for one (1) year beginning on the first Directors meeting after the Annual Meeting and ending on the first Directors meeting of the following year.
- b. Directors shall take office immediately following the Annual Meeting and shall serve into his or her successor is elected or appointed.

Article VI – Nominations and Elections of the Board of Directors

Section 6.1 The Directors shall be nominated as follows:

- a. At the Annual Board meeting, a nominating committee shall be selected as follows: (1) The President shall appoint a member, (2) the Executive Board shall select a member, and (3) the members shall select the third member.
- b. The Nominating Committee shall prepare a list of nominees to be distributed to all active members.
- c. No member appointed to the Nominating Committee shall be eligible to be a

nominee in the election for which he or she was appointed without a 2/3 vote of the Executive Board.

Section 6.2 List of Nominees

- a. The committee shall distribute the list of nominees to all voting members at least 30 days prior to the annual meeting via e-mail and website posting.
- b. There shall be no write-ins or floor nominations.

Section 6.3 Elections

Elections shall be as follows:

- a. At the annual meeting there shall be elected all Director vacancies.
- b. Voting Members shall vote for as many nominees as there are vacancies to be filled. The nominees receiving the greatest number of votes shall be elected to fill the vacancies.
- c. The Directors shall take office immediately following the annual meeting at which he or she was elected for a term of three (3) years. If any Directors are elected to fill unexpired terms, those term expirations are unaffected.

Article VII – Committees

Committees may be established by the Directors or the membership as necessary to meet the purposes for which LCNA has been organized.

Article VIII – Meetings

Section 8.1 General Membership Meetings

General membership meetings should be held no less than twice per year, March and September. Additional meetings may be called by invoking Section 8.3. No binding action may be taken unless such action is noticed in writing at least five (5) days and/or sent by e-mail no less than five (5) days prior to the date of the meeting.

Section 8.2 Annual Meetings

The annual meeting of LCNA shall be held in the month of March of each year. It shall include:

1. State of LCNA report which shall include accomplishments and ongoing projects from the President;
2. Financial reports; and
3. Elections.

Section 8.3 Special Meetings

Special Meetings of the membership shall be called as follows:

1. By three (3) members of the Executive Board
2. At the request of ten (10) voting members

Special meetings of the Directors may be held from time to time upon call issued:

1. By the presiding officer of LCNA

2. At the request of three (3) Directors

Notice of special meetings of the directors and membership shall be signed by the person or persons calling the same as aforesaid, or by someone designated and so authorized and instructed by the person or persons calling the same, and shall be sent to each director or member at his or her address of record no less than five (5) days and/or sent by e-mail no less than five (5) days prior to the date of the meeting. Such notice shall state the time and place of the meeting and the purposes for which it was called.

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the meeting.

Section 8.4 Board Meetings

- a. The Executive Board shall meet at least quarterly.
- b. The order of business at regular meetings of the directors shall be as follows:
 1. Opportunity for members to present comments, input, opinions and requests for consideration
 2. Call to order
 3. Establish a quorum
 4. Read the minutes of previous meeting and approve
 5. Receipt of written communications from the public
 6. Reports of officers
 7. Reports of committee heads and committee members
 8. Other reports
 9. Unfinished business
 10. New business
 11. Comments from the Directors
 12. Adjournment
- c. The presiding officer shall draft an Agenda to be discussed at the meeting. The Agenda shall be delivered to all Board members by the Secretary at least five days before the meeting. The Agenda shall include all actions to be discussed at the Board meeting.
- d. The meetings shall address only matters included in the Agenda. No action can be taken unless such action was identified in the Agenda distributed prior to the meeting.

Section 8.5 Minutes

Minutes shall be kept by the Secretary.

Section 8.6 Quorum

At any general meeting, one-third of the voting membership or thirty-five (35) voting members whichever is the lesser of the two numbers present shall constitute a quorum. At any Directors meeting, fifty-one percent (51%) or more of the members of the Directors serving on the Board shall constitute a quorum.

Section 8.7 Parliamentary Authority

Robert's Rules of Order Newly Revised shall be a guide as to professionalism and decorum of the meetings. It will be adapted as appropriate for a neighborhood organization in the preparation of written policies and procedures not addressed in these Bylaws. These Rules of Order shall apply in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order LCNA may adopt. The Principles of Interpretation contained in the current edition of *Robert's Rules of Order Newly Revised* shall be followed by the **Governance Committee** whenever called upon for an interpretation of these Bylaws and when preparing standard operating procedures for LCNA.

Section 8.8 Videotaping and Recording of Meetings and Events

Permission must be obtained in advance from the Executive Board. Attendees must be notified that permission to record or videotape the meeting has been granted by posting on the sign-in table and by announcement at the start of the meeting.

Article IX – Amendments

Section 9.1

These Bylaws may be amended by a two-thirds vote at any annual or general meeting of the membership in person or by mail, provided that a notice of the substance of the proposed changes shall be distributed to the membership at least 30 days prior to the meeting. The notice shall include the complete text of the proposed amendment and the rationale for the change. Amendments to these Bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

Section 9.2

Amendments of these Bylaws shall be attached to this document as Amendments.

Section 9.3

Amendments to the Articles of Incorporation shall be filed with the Secretary of State and or the Attorney General by the Secretary within 30 calendar days of enactment.

Article X – Indebtedness & Financial Statements

No indebtedness that is not budgeted or restricted shall be incurred by any Director or member except by simple majority vote of the Directors.

Financial statements shall be posted within ten (10) days after being presented to the Board.

Article XI – Voting

Voting may be in person, physical delivery of ballot, electronic mail or by postal mail, to be determined in advance by the Board. Only a qualified voting member will be allowed to vote as stated in these Bylaws. Only one vote per residential address can be accepted for each voting item. Only a current resident of the address may submit a vote.

Article XII – Waiver and Suspension

These Bylaws shall not be suspended or waived except in cases of emergency or conflict with state or federal law as determined by a vote of two-thirds of the Directors on the Executive Board.

Article XIII – Dissolution

On final dissolution of LCNA, any remaining assets shall be distributed in accordance with the laws of the State of California and these Bylaws. Any voluntary disbursement of all or partial unrestricted assets valued at or over \$1,000 to a third party shall be done only with the approval of the membership. Twenty (20) days advance notice to the Office of the California Attorney General may also be required.

Article XIV – Miscellaneous

Any disputes arising out of or in connection with these Bylaws shall be settled by the voting membership at a duly noticed general meeting or through mediation by an appropriately credentialed professional if it is a legal or accounting matter.

Principles of Community

Members shall seek to respect the minority in a majority vote and discourage disparaging remarks from members of the LCNA towards other members and to promote understanding and unity within the community.