

BY-LAWS
OF
THE ALAMITOS HEIGHTS IMPROVEMENT ASSOCIATION
LONG BEACH, CALIFORNIA

The object of this Association is to protect, improve, preserve, and enhance the neighborhood of Alamitos Heights, whose boundaries are described in the Articles of Incorporation.

ARTICLE I
Name

The name of this Association is the Alamitos Heights Improvement Association, Inc.

ARTICLE II
Members

Property owners and /or residents of the neighborhood known as Alamitos Heights may become members of this association upon payment of dues established by the Board of Directors

ARTICLE III
Officers and Board of Directors

Section 1. There shall be a Board of Directors of this Association which shall be the governing body thereof **said board of directors shall consist of the President, Vice-President, Recording secretary, Historical Secretary, Treasurer and additional members at large.** The number of additional Members at large shall be no less than three nor more than eight.

Section 2. The Board of Directors shall have the responsibility of general management and control of the business, property, and funds, if any, of this Association. The Board of Directors shall be vested with all powers, expressed and implied, of this Association. Its decision on any matter shall be final. Appeals must be submitted in writing and approved by the majority of the members of said Board of Directors in a scheduled meeting.

Section 3. The Board of Directors shall elect the officers of this Association at its first Board of Directors meeting following the annual meeting.

Section 4. The officers of this Association shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by this organization.

A. **PRESIDENT:** The President shall preside at meetings of the Board and Membership. He/She shall appoint, with board approval, the Chairperson of appointive standing committees, and the chairperson and members of such special committees as may be established which are not otherwise provided for in the by-laws. He/She shall be an ex-officio member of all committees except the nominating committee.

- B. VICE-PRESIDENT: In the event of the absence of the President, or His/Her inability to perform His/Her duties, the Vice-President shall perform the duties and exercise the authority of the President. He/She shall perform such other duties as are assigned to Him/Her by the President or the Board of Directors.
- C. RECORDING SECRETARY: The Secretary shall sign all documents issued by the Association; keep minutes of all meetings of the Association, maintain all records of the Association, making them available for the performance of duties of officers or committee members; preside in the absence of the President and Vice- President. It shall be the responsibility of the Recording Secretary to send out notices of the meeting of the Board of Directors, indicating the time and place of the meeting.
- It shall be the duty of the Recording Secretary to conduct the general correspondence of the Association unless otherwise directed by the President, and to maintain a file of said letters. In addition, the Recording Secretary shall see that the Board of Directors receive copies of all letters sent by the Association.**
- D. TREASURER: The Treasurer shall receive all funds paid in for the account of the Association, and shall deposit the same to the account of the Association in such bank or banks as may be approved and designated by the Board of Directors, and shall disburse the same, by check only, drawn on said account, and by order of said Board-*said checks shall be signed by either the President or Treasurer.* Association accounts and books shall at all times be open to the inspection of the Board of Directors, the President, and any auditors named by the Board of Directors. He/She shall maintain a member register. He/She shall make a monthly report to the Board of Directors. The newly appointed Treasurer, shall prepare and submit to the Board of Directors, at its first meeting in October, a budget for the upcoming fiscal year of this Association.
- E. HISTORICAL SECRETARY: The duty of the Historical Secretary shall assist the President and the Secretary with other tasks and duties as designated by these officers. Further, the Historical Secretary shall be charged with the duty of maintaining a recorded history of the Alamitos Heights neighborhood, including those changes and events which occurred, that impacted this Association and the neighborhood that it serves.

Section 5. No member of this Association shall be eligible for or be qualified or entitled to hold an elective or an appointive office in this Association, or as a member of the Board of Directors unless such member is in good standing at the time of his/her election or appointment and shall continue to do so during his/her term of office. The term good standing as used herein shall mean one who has paid his/her dues and/or assessments, if any, as prescribed by these By-Laws, and adopted by this Association or its Board of Directors.

Section 6. All officers and members of the Board of Directors of this Association shall serve without compensation and shall not be entitled to receive any emolument, directly or indirectly, from the Association, except for such actual expenses as may be incurred for the use and benefit of the Association and as may be approved by the Board of Directors from time to time. **The**

Association shall maintain a fidelity bond on all Officers who have signatory authority to access Association funds.

Section 7. The term of each officer of the Board Of Directors shall be for a period of one year from the date of the annual meeting of this Association and/or until his/her successor shall have been elected. A person shall serve on the Board for no more than six (6) consecutive years and no more than two (2) consecutive years in the same position. The governing body of said Association as described in Article III, Section 4, shall be formed by an electoral process implemented by the elected Board of Directors. At the first Board meeting of the year, the Board Members shall accept nominations for the positions of President, Vice-President, Treasurer, Secretary and Corresponding Secretary from within its own body. Each Board Member, shall have one vote for each position named above. At said election, the Board Member with the most votes will occupy the position, in which more than one Board Member has been nominated.

Section 8. Vacancies occurring in any office or Board position of this Association, for any reason, shall be filled by appointment by a majority vote of the Board of Directors. Such appointment shall be effective until the expiration of the original term and/or until his/her successor is elected and qualified.

Section 9. Board Member may be removed under the following circumstances: By a majority vote of the Board of Directors, at an announced meeting of the Board. Any Board Member under review will be given a thirty day notice for a hearing prior to removal. The following may be considered grounds for removal:

- A. Unexcused absence from three scheduled meetings.
- B. Sending written correspondence, in the name of the Board, without Board approval.
- C. Any Board member taking action on behalf of the Board without direction from the Board.
- D. Unauthorized disbursement of funds.
- E. In addition to the above, any officer who fails to fulfill his/her duties may be removed for cause by a majority vote of the Board.

ARTICLE IV Elections

These procedures have been established in furtherance of the Association's policy to provide a reasonable and fair means of nominating and electing the Association's governing body in accordance with California Corporations Code Sections 7520 and 7521.

At least sixty (60) days prior to the annual membership meeting, the President will appoint a nominating committee, consisting of a chairperson from the board and at least

two (2) others from the Board. The Nominating Committee will serve until the close of the annual membership meeting. The Nominating Committee shall solicit applicants to be considered for election to serve on the AHIA board for the coming year. The vote will be scheduled for the annual membership meeting normally held in August of each year. All those that meet the qualifications as determined by the committee chair person and approved by the board will be placed on a written ballot with a brief statement of qualifications. A minimum of 8 and maximum of 13 directors may serve each year.

Absentee ballots shall be mailed upon request and must be returned no later than three days prior to the annual election.

Applicants wishing to be placed on the ballot may submit a written notice to the board or nominating committee at least 45 days prior to the annual membership meeting. Any member in good standing may be placed on the ballot with his or her consent. Also write in names may be added to the ballot during the day of voting. Prior to the Annual Meeting, the President will appoint three (3) Inspectors of Election. The Inspectors will determine the number of members entitled to vote, receive ballots, hear and resolve any challenge and questions regarding right to vote, count and tabulate the votes, verify the results of the election, and sign the Certificate of Inspection of Election, which will be placed in the Minutes of the Association. At the Annual Meeting, the Inspectors will count and tabulate the votes and advise the president the results of the election.

ARTICLE V Meetings

Section 1. Regular meetings of this Association shall be held at such times as may be determined by the Board of Directors and open to all members. As described in Article III, Section 4, Paragraph C, the Recording Secretary shall notify all Board Members of any regular meetings. Said notice is to be in writing and delivered to each Board Member. Each Board Member is to receive said notice at least ten (10) days prior to the meeting date.

Section 2. Special meetings of this Association may be held at the call of the President; or shall be called by the President and held upon the written request to him/her by four (4) members of the Board of Directors. As described in Article III, Section 4, Paragraph C, the Recording Secretary shall notify all Board Members of any special meetings. Said notice is to be in writing and delivered to each Board Member. Each Board Member is to receive said notice at least three (3) days prior to the meeting date.

Section 3. The place of holding any and all meetings of this Association shall be fixed by the Board of Directors and notice given as provided herein.

Section 4. The Board of Directors of this Association shall meet upon the call of the President or shall be called upon the written request of four (4) members of said Board. The hour and place of meeting shall be fixed by the President or the requesting Board members.

Section 5. A quorum of the Board of Directors necessary for the transaction of business shall consist of the majority of the members of such Board of Directors.

Section 6. A majority vote of the members present at any regular or duly called special meeting of said Board shall be necessary for the approval of any action in any matter pertaining to the business of this Association and within the powers of said Board of Directors.

Section 7. An annual meeting of this Association shall be held at such times during the third quarter of the year as shall be selected by the Board of Directors. At such annual meetings there may be reports presented by each and all of the officers of this Association regarding their activities for this Association.

Section 8. The quorum for an annual meeting shall consist of twenty five members. In the event a quorum is not present, the President, or other presiding officer, may adjourn the annual meeting to a subsequent date. Such adjournment shall not exceed two weeks from the date of the annual meeting, or from the date of the last adjournment.

ARTICLE VI

Dues

Section 1. Dues to be paid by the members of this Association for the support of and implementation of the work his Association shall be in a sum to be fixed from time to time by resolution by affirmative vote of two-thirds of the members of the Board of Directors.

Payment of such dues shall entitle two members of a household to membership in this association for a period of one year. The fiscal year shall be from the first of January to the last day of December. Full payment of the dues as prescribed by the board shall entitle each member to one vote. Dues must be received by the day of the annual membership meeting in order to be eligible to vote at said meeting.

ARTICLE VII

Committees

The President shall appoint, subject to the approval of the Board, a Chairperson of such committees as he /she or the Board of Directors may deem necessary and proper for the successful conduct of the business of this Association. Each Chairperson shall choose committee personnel necessary for the committee to fulfill its purpose. The committee personnel of said formed committees may consist of members of the Board of Directors as well as any other members of this Association who are currently members in good standing. Each Chairperson shall be responsible for submitting and/or delivering a report to the Board of Directors, for review at its normal Board of Directors meetings. Each statement shall contain a summary as to the progress and current status of said committee. Where called for, each Chairperson shall also include in said written report a summary of expenses and a proposed budget for the coming year. Each Chairperson in the current year committee may be asked to serve on the same committee in the following year, to act as a mentor to the newly appointed Chairperson so as to insure a smooth and positive transition of the leadership of this Association. A list of current committees and a brief description of each committee is contained in this section and may be changed and/or

modified by the Board of Directors as necessary for the successful conduct of business of this Association.

1.) **Newsletter Chairperson:** Requires Chairperson to act as editor in the compiling and publishing of a newsletter designed for the benefits of all of the members of this Association. Said newsletter shall be published no less than two times per year. Newsletter shall contain reports from the various committees as deemed necessary by the Board of Directors for the purposes of informing the general members of the business of this Association. Newsletter content and review guidelines for the newsletter shall be set by resolution of the Board of Directors.

2.) **Community Relations Chairperson:** Responsible for attending, whenever possible those meetings conducted by other groups outside of this Association, whereas the actions and decisions resulting from said outside group's meeting could result in impacting this Association and the members that it serves. The President shall forward to the Chairperson information and invitations received by the President, regarding said meetings. Outside groups shall include various Departments of City Hall, Homeowners' Associations, City Council Meetings, Building and Developer Meetings. This listing may be changed or modified by the Board of Directors as it deems necessary in order to conduct the business of this Association.

3.) **Membership Chairperson:** Responsibilities to include the maintenance and growth of the paid membership of this Association through the direct solicitation of dues from the property owners that currently make up the area known as Alamitos Heights, as instructed by the Board of Directors. Chairperson shall implement an action plan for the purposes of solicitation of dues and present that action plan to the Board of Directors no later than the October meeting of the Board of Directors.

4.) Traffic and Infrastructure Chairperson: This chairperson will also be responsible for communicating relevant community needs and concerns to elected City Council representatives and appropriate City of Long Beach Traffic Engineering and Public Works management personnel.