

GREENBELT HEIGHTS NEIGHBORHOOD ASSOCIATION BYLAWS

A Nonprofit Public Benefit Association

ARTICLE I Description

Section 1. Name

The Association shall be known as the Greenbelt Heights Neighborhood Association (hereinafter called the Association). Abbreviation of the name shall be “Greenbelt Heights NA and/or GHNA”.

Section 2. Geographic Location

The Association boundaries shall be that area within the City of Long Beach north of 7th Street, south of 10th Street and east of Redondo Avenue to west of Bennett Avenue.

Section 3. Affiliation

The Association shall not be affiliated with any other organization or association.

Section 4. Classification

The Association shall be a nonprofit public benefit association under the laws of the State of California.

Section 5. Dedication

The property of this organization is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or private person.

ARTICLE II Principles and Practices

Section 1. Mission

The Greenbelt Heights NA is a nonprofit public benefit association and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The purpose of the Association shall be to:

- i. Maintain and improve the Greenbelt Heights neighborhood through unified action,

- ii. Maintain a Board of Directors and representatives appointed by the Board that can speak on behalf of Association members before any legislative or judicial body, or any other group, individual, organization, association, corporation, or entity whose actions, policies, intentions, and designs affect the rights of Association members,
- iii. Assist in the concerns of the Association residents and preserve property interests in the City of Long Beach, and
- iv. Provide a forum towards a cooperative working relationship between the GHNA members and elected officials for the strengthening of the neighborhood. Specific activities will include newsletters, web site, and other related programs approved by the Board of Directors that promote educational, social, and cultural objectives of the Association.

Section 2. Motto

Neighborhood representation, safety, security, and beautification with intent of creating a sense of community.

Section 3. Limitations

- i. GHNA shall be formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the charitable purposes and it shall be nonprofit and nonpartisan; see Article II, Section 1.
- ii. No substantial part of the activities of the Association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.
- iii. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- iv. The Association shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II Section 1.
- v. The Association shall not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such.

ARTICLE III

Members

Section 1. General Membership

- i. Use of the term “members” refers to persons in good standing with the Association.
- ii. For purposes of the Association Bylaws, “in good standing” shall refer to current paid membership as outlined in Article III, Section 3.
- iii. Association membership shall be limited to individuals who:
 - a. are at least 18 years of age.
 - b. reside or own property, residential or business, within the Association boundaries as specified in Article I, Section 2.
- iv. The Association shall not discriminate membership on the basis of race, color,

- sex, gender identity or expression, marital status, sexual orientation, religion, ethnicity, national origin, citizenship status, age, disability, veteran status, or any other protected class under federal and state law.
- v. Membership responsibilities shall include adherence to the Association Bylaws and respecting the views and positions of fellow Association members on various issues as they concern GHNA.
 - vi. Members shall not misrepresent themselves as representatives of the Association unless authorized to do so by the Directors. Members shall not make statements, imply or give the impression that they represent the Association on any issue or concern without explicit approval by the Directors.

Section 2. Termination of Membership

- i. Members may resign effective upon giving written notice to the Association President.
- ii. Membership shall expire upon a member's death, except that an otherwise qualified family member, resident member or business partner may assume that membership with no additional fee.

Section 3. Membership Dues and Voting Status

- i. Individual member Association dues shall be on a fiscal year basis with membership fees due annually to coincide with the member's initial payment.
- ii. Refund of full, partial, or pro-rated membership dues for any reason shall not be permitted.
- iii. Members in good standing shall be eligible to vote for Association Board of Director representatives and on such issues as deemed necessary by the Directors for a general vote.

ARTICLE IV Board of Directors

Section 1. Board of Directors

A. Officers

The Association Directors shall be President, Vice President, Secretary, Treasurer, and Media Director.

B. Terms

- i. Directors shall serve three (3) year terms from the time of their election to office.
- ii. Directors may not serve more than three (3) consecutive terms. Past Directors may not volunteer for a Board position again until a minimum 12 months after exiting.
- iii. No member shall hold more than one Board position at a time. Allowable exemptions in the case of Article IV Section 1 item F, will be to maintain basic Director responsibilities.

C. Qualifications

- i. Board members shall be current members in good standing.
- ii. Property owners who do not live in Greenbelt Heights can serve on committees but are not eligible to serve as officers.

D. Election

- i. Board members shall be elected by majority vote of the voting members at an announced election meeting.
- ii. The voting process shall be in accordance with Article VI, Section 5.

E. Compensation

- i. Officers, Directors and committee members will serve on a volunteer basis and may not receive compensation for their services.
- ii. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of the Association.

F. Vacancies

- i. A vacancy on the Board shall exist on the occurrence of the following:
 - (a.) the death or resignation of any director,
 - (b.) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared convicted of a felony during their term of office,
 - (c.) the non-attendance of a director from three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board during any one calendar year,
 - (d.) the failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors.
- ii. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.
- iii. The Board shall fill vacant positions as soon as possible by appointment, subject to majority vote approval by the voting membership present at its next general meeting. Appointed Board members shall have full Board authority and responsibilities until elected to office and serve a full three (3) year term commencing with the date of election.

G. Powers of the Board

- i. The day-to-day business and affairs of the Association shall be managed by or under the direction of the Board of Directors.

- ii. The Board may delegate the management of the activities of the Association to any person or persons, vendor, committee however composed, provided that the activities and affairs of the Association shall be managed and exercised under the ultimate direction of the Board.
- iii. Upon leaving office, each officer, board member or committee member of the Association shall turn over to his or her successor or the president, in good order, such Association monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, board member or committee member during his or her term.

H. Responsibilities of the Board

- i. The President shall be the Chief Executive Officer and spokesperson, with full authority and responsibility for supervising Association affairs, subject to the ultimate review of the Board of Directors and Association Bylaws. Subject to the control, advice and consent of the Board of Directors, the President shall, in general, supervise and conduct the activities and operations of the Association, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Association, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board.
- ii. The Vice President in the absence of the President, or in the event of his or her inability or refusal to act, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. It shall be the duty of the Vice President to give notice of meetings, elections, or other actions required by the Bylaws or otherwise directed by the Board.
- iii. The Secretary shall be the records custodian and Chief Administrative Officer with the responsibilities for (a.) keeping complete, accurate records of the names and addresses of the Board and memberships; (b.) keeping complete, accurate minutes of the Board and general membership meetings; (c.) distributing minutes of Association meetings to the Board at least five days prior to the next Board meeting; (d.) maintaining a complete accurate set of bylaws and any standing rules.
- iv. The Treasurer shall be the Chief Financial Officer, who shall (a.) have custody and control of all Association funds; (b.) keep all necessary records and accounts of income, monies, accounts, gifts, contributions, receipts, disbursements, expenditures, assets and liabilities; (c.) distribute voting members' renewal notices; (d.) maintain records and comply with applicable provisions of Federal, state or local regulations and laws; (e.) report Association financial status at every regular Board meeting and regular general member meeting; (f.) shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors; (g.) disburse or cause to be disbursed the funds of the Association as may be ordered by the Board of Directors; and (h.) render to the President and Directors, whenever they request it, an account of all of the treasurer's transactions and the financial condition of the Association. The

signature of the Treasurer shall be required on checks or other debt instrument; the signature of a second Board member, to be designated by the Board in advance, shall be required on all checks or other debt instruments. Records of the Treasurer shall be subject of an independent audit at least once a year, at the Board's discretion.

- v. The Media Director shall have the responsibility to distribute communications via social media at the discretion of the Board. Duties include but are not limited to implement a social media strategy, manage social media day-to-day activity, engage in dialogue and monitor customer issues, search for new articles to post, and community outreach in connection with Article II Section 2 of these bylaws.

Section 2. Meetings

A. Meeting Notifications

Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for all regular Board meetings to all members in good standing. The notice need not specify the purpose of the meeting.

B. Regular Meetings

Each year, the Board shall hold no less than four quarterly Board of Director meetings at a time and place fixed by the Board, for review and approval of the budget, review of and possible action of continuing and new business, and transaction of other business Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

C. Special Meetings

Special meetings of the Board may be called by any or all Directors for any topic specific matters.

D. Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the GHNA that has been designated in the notice of the meeting, or, if not stated in the notice can be designated by resolution of the Board.

E. Adoption, Approval, Confirmation, and Ratification

Except as otherwise provided herein, approval of a motion shall be upon affirmative vote of a simple majority of the Board members present and actually voting at a properly called and noticed meeting.

F. Proxies

Proxy voting shall not be permitted.

G. Emergency Meeting Decision Making

To the greatest extent possible, all decisions relating to matters within Board jurisdiction shall be made by vote in a properly called and noticed meeting of the Board. In the event a Director determines special circumstances render a properly called and noticed meeting impractical, said Director shall fully communicate details to Board members of the urgency required of the matter and request an immediate vote on the matter via email, text, voice, or other recognized forms of communication. At the next regular or special Board meeting, the Board shall consider interim actions taken by said Director and take appropriate action thereon.

Section 3. Committees

The Board may establish various committees to carry on special projects and activities as the need may arise. The President, with the approval of the Board, will appoint the members of such committees and will serve as an ex-officio member. Committee members shall be members in good standing and be current residents or owners of property, business or residential, within GHNA.

ARTICLE V
Administration

Section 1. Fiscal Year

A. Association Fiscal Year

The fiscal year of the Association shall be January 1st to December 31st of each calendar year.

B. Member Fiscal Year

The fiscal year of individual membership shall be based on the initial calendar date of the individual membership dues payment.

Section 2. Change in Dues

A change in dues shall be approved by the Board and must receive approval by majority vote from voting members at any properly called and noticed general membership meeting, and the meeting notice included pending change action. The voting process will be in accordance with Article 6, Section 5.

Section 3. Records Inspection

Accounting books and records of the Association shall be open to inspection (1) by any member in good standing, (2) for a purpose reasonably related to Association membership, (3) upon written request signed by the member, (4) with such request

delivered to the Association five business days in advance, (5) with such request indicating specific Association books or records of interest, (6) with such request stating the purpose of the request, (7) with such request identifying any distribution or dissemination beyond the requesting member and (8) with such request indemnifying the Association of Association members for any and all damages which may result from access to Association books and records. The Board shall deny inspection rights if it is determined such request is based on financial, commercial, political, or personal gain. The requesting member then may either (1) personally inspect or copy records of interest at a mutually agreed time and place, or (2) obtain from the Recording Secretary, upon tender of a reasonable fee, copies of records of interest.

Section 4. Association Address

The Association shall maintain a physical address mailbox for receipt of correspondence.

ARTICLE VI General Membership Meetings

Section 1. Regular meetings

Each year the Association shall hold no less than one meeting. Members shall be notified in writing, by email, or by posting on the Association's website one week prior specifying the date, time and place of the meeting fixed by the Board and proposed agenda.

Section 2. Cancellation of general membership meetings

If the Board should need to cancel and reschedule meetings because of weather, a national or local emergency, or unforeseen extenuating circumstances, members shall be notified as promptly as practical in writing, by email, or by posting on the Association's website.

Section 3. Special meetings

Special meetings of Association members may be called by the Board or by Association members and must be called within seven days upon written petition to the Board by twenty-five (25%) of the membership or twenty five members, whichever is less. Special meetings shall be called by written notice delivered to the membership at least three days prior to the meeting, specifying the date, time, and place of the meeting, and proposed agenda. Meetings may be held at any place designated by resolution of the Board.

Section 4. Proxies

Proxy voting shall not be permitted.

Section 5. Adoption, Approval, Confirmation and Ratification

(General Membership Voting Process)

- A. Except as otherwise provided in these bylaws, approval of a motion shall be obtained upon affirmative vote of a simple majority of members.
- B. The Board may elect to hold an electronic vote, physical vote, or both.

Section 6. Initiative Process

At any general membership meeting and for any lawful purpose other than amending bylaws and dissolution, a member in good standing may submit an initiative motion specifically waiving prior notice to present and absent members of pending action, provided that the meeting was properly noticed. An initiative motion shall be approved by a simple majority vote in accordance with the process of voting set forward in Article VI, Section 5.

ARTICLE VII
Amendment of Bylaws

Association bylaws may be amended if necessary by majority vote in accordance with the process of voting set forward in Article VI, Section 5. Proposed amendment(s) to the Bylaws shall be in the form of written request containing the following information:

- i. The proposed amendment, precisely worded
- ii. The current bylaw
- iii. The bylaw as it will read if the amendment is adopted

Additionally, the notice should include the proposers' names and their rationale for offering the amendment. It may also include information such as whether a committee or board endorses or opposes the amendment.

ARTICLE VIII
Parliamentary Authority

Rules contained in the current edition of Robert's Rules of Order, shall govern the Association in all cases to which they are applicable and in which they are inconsistent with these bylaws and any standing rules the Association may adopt.

ARTICLE IX
Dissolution

Section 1. Procedure

The Association may be dissolved either by the Board or the voting membership, depending on the size of the Association membership. If there are more than one hundred members then the dissolution shall be approved by two-thirds (2/3) vote of voting members present at a regular or special general membership meeting who are actually present and voting at which a quorum is present; if there are ninety-nine or

fewer Association members, then dissolution shall be approved by two-thirds (2/3) vote of the Board members who are actually present and voting at any regular or special Board meeting at which a quorum is present. In either circumstance, no dissolution action shall be taken unless notice of the meeting at which the vote is proposed included notice of the proposed dissolution.

Section 2. Asset Dissolution

Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(4).
