



Vandenberg Village Association

*“We are a volunteer organization
dedicated to the enhancement of our Community”*

Helping Vandenberg Village Residents Since 1976

BY-LAWS of VANDENBERG VILLAGE ASSOCIATION DRAFT OF MAY 21, 2022

ARTICLE I. General

Section 1. Name and Location. The name of this Association shall be Vandenberg Village Association (VVA or ASSOCIATION) located in Vandenberg Village, an unincorporated community within Santa Barbara County, State of California.

Section 2. Change of Address. The county of the corporation’s principal office can be changed only by amendment of these by-laws and not otherwise. The board of directors may, however, change the principal office from one location to another within the County of Santa Barbara.

Section 3. Nature of Corporation. The ASSOCIATION is a nonprofit corporation formed under California Code Section 5110-5111 – (Nonprofit Public Benefit Corporation Law), which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the regulations issued thereunder.

Section 4. Rules of Order. Unless otherwise adopted by the Board of Directors, meetings shall be governed by the most recent Robert’s Rules of Order.

Section 5. Fiscal Year. The fiscal year of the ASSOCIATION shall begin on the first day of July and end on the last day of June in each year.

Section 6. Website. <http://www.vandenbergvillage.org>

ARTICLE II. Purpose

The ASSOCIATION is organized for the purposes set forth in its Articles of Incorporation, which are on file with the State of California. Repeated here, they are to:

- a. Support our local Schools
- b. Support Vandenberg Village Library/Community Center
- c. Initiate and Support Vandenberg Village Beautification Projects

- d. Support local Parks & Playgrounds
- e. Educate residents about Santa Barbara County Government Services
- f. Educate residents about the Burton Mesa Ecological Preserve

ARTICLE III. Membership

Section 1. Eligible members of the ASSOCIATION shall include;

- a. Residents of the Vandenberg Village Community
- b. Property owners in the Vandenberg Village Community
- c. Business owners in the Vandenberg Village Community
- d. Residents and businesses outside Vandenberg Village that have an interest in supporting ASSOCIATION activities.

Section 2. The Vandenberg Village Community is defined as that unincorporated area of Santa Barbara County, north of Lompoc normally referred to as Vandenberg Village. It includes the Village Country Club, North Vandenberg Village, South Vandenberg Village, and Providence Landing.

Section 3. A Membership is understood to include all members of a single household and all owners of a business. (Example: Mr. & Mrs. John Doe living at 1234 Rigel Avenue are both considered members of the VVA, but together they constitute one membership.)

Section 4. An annual membership fee of no more than \$15 shall be set annually by the Board of Directors and be due and payable on January 1st of each year.

Section 5. In all matters which shall come before the members of the ASSOCIATION, each membership shall have one vote.

ARTICLE IV. Board of Directors

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the ASSOCIATION, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. An elected Board of Directors shall consist of seven (7) members. Directors must be a resident, property owner or owner of a business within Vandenberg Village. Election to the Board of Directors shall be by majority vote of the members of the VVA, which

shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of two (2) calendar years and thereafter until his/her successor is elected and qualified. To help ensure continuity, in even numbered years four (4) Directors and in odd numbered years three (3) Directors shall be elected.

Section 3. Nominations for Directors shall be made by a Nominating/Election Committee composed of three or more members of the ASSOCIATION selected by the Board President and approved by a majority of the Board of Directors. The Nominating/Election Committee shall make its report no later than December 1st. In addition nominations for Directors may be submitted by any member of the ASSOCIATION provided that they are in writing and seconded in writing by three other members of the ASSOCIATION by December 1st.

Section 4. The Nominating/Election Committee shall prepare ballots to be mailed to each member of record as of November 30th. The ballots will be mailed with the December Newsletter and shall be returned no later than the second Thursday of the following January. The Nominating/Election committee shall meet as soon as possible after the close of voting to validate, open and count the ballots. Ballots containing votes for more nominees than there are vacancies shall be invalidated. Vacancies shall be filled starting with the nominee voted for on the largest number of ballots and continuing until all vacancies are filled. A tie vote for the last vacancy shall be decided by a coin flip. The ballots may not be opened unless one or more members of the Nominating/Election committee are present.

Section 5. Whenever a vacancy shall occur on the Board of Directors, (e.g. death, resignation, or otherwise), the same shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen as a successor Director shall serve for the remainder of the unexpired term.

Section 6. Acting for the Board of Directors the President may appoint such committees as may be deemed advisable. The President shall specify the duties, select the members, all of whom shall be members of the ASSOCIATION, and designate the number of members of such committees. Committee members need not be members of the Board of Directors. Activities (findings, recommendations, etc.) of such committees shall be reported to the Board of Directors.

Section 7. The Board of Directors shall meet monthly at a time and place of its own choice. Notice of these meetings shall be published in the Association Newsletter. Special meetings may be called by the President and any two Directors.

Section 8. Directors must have formal Board of Directors approval when speaking or writing as an ASSOCIATION representative.

Section 9. Four (4) Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 10. All meetings shall be open to the members of the ASSOCIATION and to the public except when matters are being discussed which affect or might affect existing or future litigation in which the ASSOCIATION may be a party.

ARTICLE V. Regular Committees

Section 1. Purposes. The Board of Directors may establish regular committees to assist it in the performance of its duties, as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors, or the dissolution of the committee by the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI. Officers

Section 1. Officers. The Officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Any two or more offices of the ASSOCIATION may be held by the same person except those of President and Secretary. No Director shall receive any compensation for his/her services in any such capacity.

Section 2. Election and Term of Office. Officer elections of the ASSOCIATION shall be held at the January meeting of the Board of Directors. The Officers shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of a single year and thereafter until his successor shall have been duly elected.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the ASSOCIATION would be served

thereby. The unexcused absence of a Director from three (3) or more meetings of the Board of Directors in any twelve (12) month period shall be cause for removal upon the affirmative vote of a majority of the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the ASSOCIATION and, in general, shall supervise and control all of the business and affairs of the ASSOCIATION. He or she may sign, with the Secretary or any other proper Officer of the ASSOCIATION authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and shall perform all such other duties as may be prescribed by these Bylaws or by the Board of Directors.

Section 6. Vice President. The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall have such other powers and perform such other duties as may be prescribed by these by-laws or by the Board of Directors. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors.

Section 7. Secretary. The Secretary shall keep minutes and record all votes for meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the VVA; receive and give receipts for monies due and payable to the VVA and deposit all such monies in the name of the VVA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties *to include preparation of budgets and financial reports* as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the VVA, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the ASSOCIATION, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ASSOCIATION, shall be signed by such Officer or Officers and/or agent or agents of the ASSOCIATION and in such manner as

shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the ASSOCIATION shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the ASSOCIATION any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ASSOCIATION. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

ARTICLE VIII BOOKS AND RECORDS

The ASSOCIATION shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board of Directors and its committees.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of California or under the provisions of the Articles of Incorporation or the Bylaws of the ASSOCIATION a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. Rights of Members in Assets.

No member shall have any property right or beneficial interest in any of the assets of the ASSOCIATION. All of the assets now owned by the Association, or to be hereinafter acquired, are now held and shall only hereinafter be acquired upon public trust for the uses and purposes of the Association. The Board of Directors shall hold and manage said assets as trustees thereof. Upon dissolution of the Association no member shall participate in the distribution of the Association assets and such assets as are available for distribution shall be disposed of as provided by law and the Articles of Incorporation.

ARTICLE XI. Amendments to Bylaws

The Bylaws may be altered, amended, or replaced with new Bylaws upon adoption by majority vote of the members. Voting will be by written ballot and submitted prior to the annual meeting.

Revised by action of the Board of Directors after the tabulation of member votes, month, day, year.

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President

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Vice President

XXXXXXXXXXXX
Secretary

XXXXXXXXXXXX
Treasurer

XXXXXXXXXXXX
Board Member

XXXXXXXXXXXX
Board Member

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Board Member