

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

The object of this Association is to protect, improve 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 (AHIA).

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
Board of Directors

Section 1. There shall be a Board of Directors of this Association which shall be the governing body. The Board of Directors shall consist of the positions of President, Secretary, Treasurer, and various Committee Chairs. The Committee Chairs shall assume positions/responsibilities as determined by the Board of Directors. The number of Committee Chairs shall be no less than 4 and more than 8. The Board of Directors will operate with General Liability and Directors and Officers Insurance Policies.

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 the Board of Directors in a scheduled meeting.

Section 3. The Board of Directors shall elect the officers of this Association and assign Committee Chair duties at its first Board of Directors meeting following the annual meeting.

Section 4. The Directors of this Association shall perform the duties prescribed by these by-laws and by Robert's Rules of Order adopted by this organization. Email communications are to consist of AHIA business only and use of email lists other than for the purpose of communicating AHIA business is prohibited. The by-laws of this organization shall be reviewed periodically, and revisions/changes will be made and adopted by two-thirds majority of the current Board of Directors.

- A. **PRESIDENT:** The President shall preside at meetings of the Board and Membership. He/She shall appoint, with board approval, the Chairperson of standing committees. - The President is expected to delegate to Officers and Board Members and supervise Board Member actions ensuring processes and procedures outlined in these bylaws are followed.
- B. **SECRETARY:** In the event of the absence of the President, or His/Her inability to perform His/Her duties, the Secretary shall perform the duties and exercise the authority of the President. The Secretary -; will keep minutes of Board and Executive meetings of the Association, maintain -records of the Association, making them available for the performance of duties of Officers or Board members. The Secretary will maintain the Association's business calendar.
- C. **TREASURER:** The Treasurer is responsible for the income deposits and expense disbursements associated with AHIA Board and Committee activities. Disbursements - shall be authorized by either the President or Treasurer in accordance to the approved annual budget. Oversight and documentation of income and expense are the responsibility of the Treasurer. AHIA financial accounts and documentation shall - be open to the inspection of the Board of Directors and subject to periodic audits as approved by the Board of Directors. Additional duties are outlined in Appendix A, Treasurer's Schedule of Responsibilities.

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 as prescribed by these By-Laws, and adopted by this Association or its Board of Directors.

Section 6. All members of the Board of Directors of this Association shall serve without compensation and shall not be entitled to receive any compensation, 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.

Section 7. Board members shall be elected by the general membership during the established annual election period. Board of Directors can serve for 3 consecutive 2-year terms, a total of 6 years. At the first Board meeting held after January 1st, the Board Members shall accept nominations for the positions of President, Secretary, Treasurer, and determine the assignments of the Committee Chairs. Each Board Member shall have one vote for each position/assignment named above. At this election, the Board Member with the most votes will occupy the position, in which more than one Board Member has been nominated. Board elections will be held annually by paper and/or electronic voting.

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. A 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:

- Unexcused absence in excess of three scheduled meetings;
- Sending correspondence, in the name of the Board, without Board approval;
- Any Board member taking action on behalf of the Board without direction from the Board;
- Unauthorized disbursement of funds; or
- Any Director 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.

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 a slate of candidates has been nominated, and voting has concluded. 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. A minimum of 7 and maximum of 11 Directors may serve each year.

Applicants wishing to be placed on the ballot may submit a written notice to the Board or nominating committee at least 15 days prior to voting commencing. 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. The Nominating Committee Chair will oversee the voting process including the distribution, receipt, and tabulation of the ballots, and will resolve any challenges that occur regarding the voting process. The Nominating Chair will report the election results to the Board immediately following the conclusion of the election.

ARTICLE V Meetings

Section 1. Board of Director meetings of this Association shall be held at such times as may be determined by the Board of Directors (at least four times per year) and open to all AHIA members, with prior notice and approval by the President. Special meetings of this Board may be held at the call of the President or other Directors as needed.

Section 2. A quorum shall consist of a majority of the Board members in attendance at any duly noticed meeting.

Section 3. A majority vote of the Board of Directors present at any regular or duly called special meeting of this 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 this Board of Directors.

Section 4. An Annual State of the Association Meeting date shall be selected by the Board of Directors. The meeting will be video recorded and made available on the AHIA public website: www.AHIA.info. At such annual meeting there may be reports presented by each and or all of the Directors of the Association regarding their activities of the current year for the Association. -.

Section 5. In addition to the State of the Association meeting, Community Forum Meetings of the Association shall be held at such times as determined by the Board of Directors and open to all Alamitos Heights Residents.

ARTICLE VI Association Dues

Section 1. Dues to be paid by the members of this 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 a household to membership in this Association for a 12 month period. The fiscal year shall be from the first of 1 January through 31 December annually. Full payment of the dues as prescribed by the Board shall entitle each household to 2 votes. Dues must be received by the day of elections in order to be eligible to vote at the meeting.

ARTICLE VII Committees

The Chairperson of each committee will be agreed upon at the first meeting of the Board of Directors. Each Chairperson shall choose committee personnel necessary for the committee to fulfill its purpose. The committee personnel of the 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 Chairperson is responsible to insure a smooth and positive transition of the leader of the Association.