

MEREDITH GARDENS HOMEOWNERS ASSOCIATION

BY-LAWS

ARTICLE I: NAME

Section 1. The name of this Corporation is: "Meredith Gardens Homeowners Association"

ARTICLE II. PURPOSE

Section 1. The specific and primary purposes for which this corporation is formed are to foster and support those projects of improvement and development that will make the Meredith Gardens Area a better place in which to live; to do all things necessary and needful in connection therewith.

Section 2. To develop and foster proper zoning in our area, assist the Huntington Beach Planning Commission and officials of Huntington Beach in studies and development of our area.

Section 3. To unite in interest all of the property owners and residents of the Meredith Gardens Area, for the purpose of creating community interest, and to effect a combined influence upon matters pertaining to the development and welfare of the Meredith Gardens Area.

ARTICLE III. MEREDITH GARDENS AREA

Section 1. This district shall comprise all property within the area known as "Meredith Gardens," spherically tracts 5128, 5191, 5192, and 5197 as shown on map recorded in Book 218, pages 41-43 of miscellaneous maps, records of Orange County.

Section 2. The areas may be expanded to include additional properties by a two-thirds vote of the membership.

ARTICLE IV: NON-PROFIT CORPORATION

Section 1. This Corporation is a non-profit corporation and as such, the Corporation does not contemplate pecuniary gain or profit to the members thereof,

Section 2. That neither the members, the directors or the officers shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 3. That membership in this Corporation shall not in any way entitle said members to receive dividends, profits or other monetary returns from this Corporation nor shall any member of this Corporation have any property rights whatsoever in/or to the physical assets which are now or may be hereafter owned by this Corporation, nor shall any member be entitled to a distributive share of the assets of this Corporation in the event of dissolution or to the termination or liquidation of this Corporation.

Section 4. The Corporation shall maintain a fund to support long range goals which would benefit the majority of the membership.

#### ARTICLE V MEMBERSHIP

Section 1. Eligible members of this Corporation shall be homeowners or residents of record of the Meredith Gardens Area as defined in Article III hereof.

Section 2. Any eligible person, as defined in Section 1 of this Article, may become a member of this Corporation by paying to the Treasurer the sum of \$20.00 per household. Upon paying of said sum, member property owners shall be and remain members until the next fiscal year or annual membership meeting.

Section 3. The continued membership in this Corporation requires the payment of the sum of \$20.00 per household per annum, to be paid in advance, at the date of each fiscal year or annual membership meeting.

Section 4. Every member of record of this Corporation is entitled to one (1) vote in person only, at any regular or special meeting of the members of this Corporation.

Section 5. Membership in this Corporation and the exercise of the rights and privileges appurtenant thereto, shall be non-transferable.

Section 6. Members shall pay dues in such amounts as shall be determined by the Board of Directors and approved by a majority of the membership at a regular or special meeting.

#### ARTICLE VI PRINCIPAL ADDRESS

The principal address of this Corporation shall be "Meredith Gardens Homeowners Association, P.O. Box 6883, Huntington Beach, California 92615."

#### ARTICLE VII MEMBERSHIP MEETINGS

Section 1. An annual meeting of the members of this Corporation shall be held at an evening hour during the month of January and shall be preceded by a written notice of actual date.

Section 2. Special meetings of the members shall be held at such time and place as selected by the Board of Directors of this Corporation upon ten (10) days notice to the members thereof.

Section 3. A quorum shall be fifteen (15) percent of total membership or fifty (50) persons, whichever is less. Motions shall pass at a general meeting by a simple majority vote where a quorum of members is present.

Section 4. Members of the Board of Directors shall be elected at large by the vote of all members of this Corporation at the annual meeting; a majority of votes cast shall elect any Director.

## ARTICLE VIII DIRECTORS

Section 1. Subject to the limitations of the Articles of Incorporation of these By-Laws and of the Statutes of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board of Directors.

Section 2. The number of directors of the Corporation shall be sixteen (16) until changed by Amendment of the Articles of these By-Laws. All Directors shall be members of this Corporation.

Section 3. The directors shall be elected at an annual meeting of the members, but if any such annual meeting is not held or the Directors not elected there at, the Directors may be elected at any special meeting of the members.

All Directors shall hold office for two years or until their respective successors are elected or appointed, and eight (8) shall be replaced each successive even-numbered year and eight (8) each odd-numbered year as their respective 2-year terms expire.

Section 4. Vacancies in the Board of Directors may be filled by appointment by the President of the Corporation, and each Director so appointed shall hold office until his successor is elected.

Section 5. Fifty (50) percent of the number of Directors will constitute a quorum for the transaction of business by the Board of Directors.

Section 6. The Board of Directors shall hold such meetings as it may from time to time determine or as may be called by the President of this Corporation or by the written request of three (3) members of said Board of Directors.

Section 7. The affirmative vote of at least a majority of members present of the Board of Directors shall be necessary for the passage of any resolution. An e-mail vote may be taken on motions made at a meeting when a quorum is not present. Such e-mail vote can only be made on agenda items which must be voted on prior to the next board meeting.

Section 8. No member of the Board of Directors of this Corporation shall receive compensation for acting as a Director.

Section 9. All powers of the Board of Directors as set forth in these By-Laws shall be subject to the approval of the voting members of this Corporation at their annual or other meetings.

Section 10. Removal of officers and/or Board of Directors for violation of the By-Laws or for non-performance of duties shall occur by two-thirds vote of the Board of Directors where a quorum is present. The absence of a director from three consecutive unexcused regular board meetings or not attending half of all regular board meetings during a calendar year shall constitute a cause for removal from office.

## ARTICLE IX OFFICERS

Section 1. The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer - all of whom shall be elected by the Board of Directors.

Section 2. It shall be the duty of the President to preside at all meetings of the organization, and to exercise general supervision over its interests and welfare. He shall also be by virtue of his office, chairman of the Board of Directors and a member ex-officio of all committees. He shall have the power to call special meetings of the membership when requested to do so by three (3) Directors in writing. He shall also appoint all committees not otherwise provided by resolution. The President, Vice-President, Secretary or Treasurer shall sign all written contracts and financial obligations of the organization authorized by the Board of Directors. The President shall prepare an Annual Report to be presented to the membership at each annual meeting. He shall do and perform such other duties as properly appertain to this office,

Section 3. In the absence of the President or his inability to act, the Vice-President shall be vested with all the powers of the President.

Section 4. The Secretary shall be present at all meetings of the organization and of the Board of Directors and keep the minutes thereof. He shall conduct the routine correspondence; receive all communications addressed to the organization or to the proper committee. He shall issue notices of all meetings, promptly inform committee members of their appointment and officers and new members of their election. He or his designee shall keep a complete list of members, with their addresses, date of election and standing.

Section 5. The Treasurer shall collect all fees, dues and accounts and give proper receipts therefore. He shall have charge of all funds and shall deposit them to the credit of the organization in such depository as may be designated by the Board of Directors. He shall maintain an account for annual operating expenses and an account to meet long range purposes. He shall present at each annual meeting a written financial statement showing the receipts and expenditures of the previous fiscal year. All checks shall be signed by two (2) officers of the organization.

Section 6. Said officers shall hold office for one (1) year and until their successors are elected and qualified as to membership.

Section 7. Officers of this Corporation shall be required to be a member of the Board of Directors.

Section 8. If the office of President, Vice-President, Secretary or Treasurer becomes vacant, by reason of death, resignation, disqualification or otherwise, the Board of Directors shall choose a successor or successors to hold office for the unexpired term.

Section 9. The immediate past President of the Association, unless his term as a Director has not expired, or unless he shall have been removed from office for cause shall, during the year following his term of office be a member ex-officio of the Board of Directors.

## ARTICLE X COMMITTEES

Section 1. The Board of Directors of this Corporation shall have the authority to appoint such committees as it may deem necessary and as are not otherwise provided for by these By-Laws.

Section 2. All committees shall consist of not less than two (2) members.

Section 3. Prior to the date set for the annual meeting, the President shall appoint a Nominating Committee consisting of three (3) members to meet and nominate members for the office of Directors. The Nominating Committee shall have charge of and supervise the election of Directors. The nominating committee shall nominate a slate of officers for election at the next board of directors meeting.

Section 4. At all committee meetings, a majority shall constitute a quorum.

Section 5. Committee members may be appointed from the membership and not necessarily be confined to the Board of Directors.

## ARTICLE XI RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order, shall govern the organization in all cases in which they apply, and in which they are not inconsistent with the By-Laws or special rules of this organization.

## ARTICLE XII AMENDMENTS

The By-Laws may be adopted, amended and revised by a simple majority vote at a general meeting where a quorum of the membership is present, provided that notice of such amendment or revision is given to the membership at least ten (10) days prior to the general meeting.

Rev. 1            Article VIII, Sections 2 and 3, January 1994  
                    Passed by vote of the general membership, January 1994

Rev. 2            General update affecting most articles  
                    Passed by vote of the general membership, January 2014