

**AMENDED AND RESTATED BY-LAWS
OF THE
WEST FLORAL PARK NEIGHBORHOOD ASSOCIATION (WFPNA)**

**ARTICLE I
NAME**

Section 1 The name of this organization is the “West Floral Park Neighborhood Association” (WFPNA).

**ARTICLE II
PURPOSE**

Section 1 The primary activities and specific purpose of this organization is to promote a greater sense of community and awareness amongst its members by developing an appreciation of the historical significance of its homes, bridging the cultural, generational, and economic diversity of its residents and to bring about meaningful discourse between the community, local businesses, and City government.

Section 2 The Association does not contemplate pecuniary gain or profit to any of its members whatsoever, and there shall be no distribution of any profit or assets at any time to its members.

Section 3 The Association shall not be organized or engage in any activities that may be construed to be propaganda, or otherwise attempting to influence legislation.

Section 4 The Association shall not engage in any activity of a political nature, or participate in any political campaign, nor shall the corporation develop, create, design, publish, or distribute statements or information on behalf of any candidate for public or elected office.

**ARTICLE III
OFFICES**

Section 1 The principal office for the transaction of business of the Association shall be in as close proximity to the neighborhood boundaries as defined in Article IV, Section 1 of these By Laws, the City of Santa Ana, County of Orange at a place designated by the Board of Directors. The Board of Directors, at its sole discretion, may change the meeting place provided that a simple majority vote of the elected board members approves the new location.

ARTICLE IV **BOUNDARIES**

Section 1 The West Floral Park Neighborhood Association II boundaries are established as follows; all residential properties north of 17th Street, east of Bristol Avenue, south of the Santiago Creek, and west of the properties located on the west side of Flower Street.

ARTICLE V **MEMBERSHIP**

Section 1 Membership shall be open to any person owning title, renting or leasing, to any residential parcel, dwelling, or structure, within the geographically boundaries as defined in Article IV, Section 1 of these By-Laws.

Section 2 Membership shall be granted upon a successful compliance with the terms and conditions set forth in Article V – Section 1.

Section 3 Each Adult Member of a household shall be entitled to one vote on each matter brought before the Association. Adult is defined as any person 18 years or older residing in the Association boundaries as defined in Article IV, Section 1.

Section 4 All members of the Association shall at all times work for the best interests of the Association and its members.

Section 5 Each member shall agree to be bound and governed by the By Laws of this Association.

Section 6 No member shall use the name of the Association, or membership in the Association, for political or economic gain, outside of the normal business relations established by reason of said membership, without prior written consent of the Board of Directors.

Section 7 Donations are voluntary. Each membership donation runs (1) one calendar year beginning January 1 through December 31.

Section 8 No member of the Association shall, as such, be personally liable for the debts, liabilities or obligations of the Association. No person is liable for any obligation arising from membership, unless admitted upon his or her own application and consent.

ARTICLE VI

ASSOCIATION MEETINGS

- Section 1 **GENERAL MEETINGS:** General Meetings shall be held quarterly at dates, times, and locations set by the Board of Directors. Notification of these meetings shall be provided to all members fewer than seven (7) days prior to the General Meeting being held. Such notification shall include at a minimum the following provisions:
- 1 Date and time of the meeting
 - 2 Location of the meeting
 - 3 Meeting agenda if any
 - 4 Procedures for participation if any
 - 5 Voting guidelines if any
- Section 2 **SPECIAL MEETINGS:** Special meetings may be called by a simple majority (50% +1) of the Board of Directors. Additionally, a petition signed by five percent of the voting membership may call or cause a special meeting to be held. Notification of such meeting shall occur at least five (5) days before the scheduled date. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who called it. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all-present at such meeting.
- Section 3 **ANNUAL MEETING:** An annual meeting of the members for the election of the Board of Directors and for the transaction of any other proper business shall be held in the 4th Quarter of each year on a date, time, and place set by the Board of Directors.
- Section 4 All meetings of the Association shall be governed by legally acceptable parliamentary procedures established by the Board of Directors. Unless otherwise specified by amendment or board action, *Robert's Rules of Order* (current edition) shall govern as the prevailing parliamentary format.
- Section 5 **QUORUM:** The presence of not fewer than 25 voting household members shall constitute a quorum at a meeting of members for the transaction of any business.
- Section 6 Except as otherwise provided by the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting at which a quorum is present shall be authorized by the affirmative vote of a majority of the members present at the meeting.

ARTICLE VII

BOARD OF DIRECTORS

Section 1 **MEMBERS:** Members of the Association Board of Directors shall consist of the Officers: President, Vice President, Secretary, Treasurer and Standing Committee Chairs: Beautification, Communications, Historic Preservation, Member at Large, Social. Board of Directors reference may be as Board of Director or Board Member: the Association has one Board serving the Association.

Section 2 **POWERS / RESPONSIBILITIES:** The responsibility for the management of the affairs and business of the Association shall be exercised by or under the direction of its Board of Directors.

Each Board Member shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interests of the Association and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 3 **QUALIFICATION:** Any regular member of the Association shall qualify to serve on the Board of Directors.. The number of Board of Directors shall not be fewer than three (3) not more than nine (9). All Board of Directors shall be resident within the geographically boundaries as defined in Article IV, Section 1

Section 4 **TERM:** The Board of Directors shall be elected at each annual meeting of the Association and hold office for one calendar year, unless in the case of earlier resignation, removal from office or death.

Section 5 **VACANCY:** In the event of a vacancy on the Board of Directors the vacancy shall be filled by appointment of a replacement by the remaining Board of Directors. An appointed Board Member shall serve the remainder of the unexpired term of his predecessor on the Board, if any.

Section 6 **REMOVAL AND RESIGNATION:** Any Board of Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Board Member. Counsel upon any removal hearing may represent any Member, either as an individual or as a group. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the Association.

Any Board of Director may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary of the Association. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein.

- Section 7 MEETINGS: It shall be established that the Association's Board of Directors meet at regular monthly intervals to ensure the orderly management of the Association's affairs. These meetings shall be held at a designated date, time, and location each month. The location of these meetings shall be established at the previous Board Meeting or 10 days prior to. A quorum must be attended by at least a simple majority (50% +1) of the Board Members before business can be transacted or motions made or passed.
- Section 8 ELECTIONS: The voting representatives of membership shall elect board of Directors. Elections shall occur at the 4th Quarter Annual Meeting of each calendar year. The candidates receiving the largest number of votes for each Board of Directors position will be designated to the position for the upcoming calendar year. If election results do not fill all available Board positions, the newly elected Board of Directors may solicit, nominate, and appoint any qualified neighborhood resident for an open position without a vote by the general membership.
- Section 9 COMPENSATION: Board Members as such shall not receive any stated salaries or other compensation for their services. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation.
- Section 10 ACTION / QUORUM: The act or decision done or made by a vote of a majority of Board Member present at a meeting duly held at which quorum is present shall be the act of the Board of Directors.
- Section 11 The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary provided that such rules and regulations do not conflict or supersede the procedures established within the context of these Bylaws.
- Section 12 The Board may set donation levels for memberships.

ARTICLE VIII

OFFICERS

- Section 1 OFFICERS: The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer. One person may hold no more than two offices; however, no person may hold the offices of President and Secretary, and/or President and Treasurer simultaneously.
- Section 2 SUBORDINATE OFFICERS: The Board of Directors may appoint such officers as the business of the Association may require, each of whom shall hold

office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

- Section 3 **COMMITTEES:** The Officers of the Association may create committees and appoint respective chairpersons as needed. Before any committee is created the Officers will seek input from the entire Board of Directors. Any such committee chair shall be extended the privileges of the Board of Directors and serve for the term of the current Board of Directors.
- Section 4 **PRESIDENT:** The President subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business of the Association. The President shall convene and preside over all regularly scheduled Board and General Meetings. He/She shall present at each annual meeting of the organization an annual report of the work of the organization, shall see to it that all books, reports, and certificates required by law are properly kept or filed, shall be one of the officers who may sign the checks or drafts of the organization, and shall have such powers as may be reasonably construed and perform such duties as are necessary for the proper administration of the affairs of this organization. The President shall ensure these By-Laws are accessible to any interested resident.
- Section 5 **VICE PRESIDENT:** The Vice-President shall assist in the administration of the affairs assigned to the President and shall in the event of the absence or inability of the President to exercise his office become acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President. The Vice President shall direct the membership drive, assist the Treasurer with the maintenance of the membership database, and welcome all new residents to the neighborhood.
- Section 6 **SECRETARY:** The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board and general meetings, distributing copies of minutes and the agenda to each Board member, may be one of the officers required to sign the checks and drafts of the organization, and assure that corporate records are maintained. The Secretary shall assist the Treasurer with the filing of any certificate required by any statute, Federal or State. The Secretary shall take roll call at Board Meetings, maintain the Standing Rules and shall annually review these By-Laws and make recommendations to the Board.
- Section 7 **TREASURER:** The Treasurer shall act as the Treasurer of the Association and shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association. The Treasurer shall deposit funds in a business bank in the State of California. The Treasurer must be the signatory on checks or drafts of the Association. The Treasurer shall present a report at each Board meeting and provide a written account of the finances of the Association. Such report shall be affixed to the minutes of the Board of Directors meeting. The Treasurer shall be responsible for the key to the post office box. Following the transition meeting, the newly elected

Treasurer and President are to prepare a fiscal budget for the ensuing year. After approval by the Board, this budget is to be presented to the general membership at the next scheduled General Meeting.

ARTICLE IX

STANDING COMMITTEES

- Section 1 **STANDING COMMITTEES:** Standing Committee Chairs of the Association shall be Beautification, Communications, Historic Preservation, Member at Large and Social.
- Section 2 **MEMBER AT LARGE:** Shall assist the Officers of the Board in any manner and capacity consistent with the goals of the Association and attend City sponsored and supported meetings (i.e. ComLink, City Council, etc.) as the Association's designated representative. The Member At Large may, with the consent of the Officers of the Board, assist the Committee Chairs with their respective responsibilities.
- Section 3 **SOCIAL CHAIR:** Shall coordinate and oversee, with the approval of the Board, all social events, submit a budget for Board approval by the March Board meeting, and obtain all related insurance and permits for the Association's social events as required by the City of Santa Ana. This Chairperson shall conduct regular meetings of committee members.
- Section 4 **COMMUNICATIONS CHAIR:** Shall be responsible for managing the quarterly production and distribution of the Association Newsletter, overseeing the selling of advertising space, manage the distribution of all event flyers, coordinating the signage for Association events, communicate with the Association web master to ensure Association web site is current, coordinate email blast information to the members, maintain communication with other neighborhood Associations. This Chairperson shall submit a budget to the Board by the March Board meeting and conduct regular meetings of its committee members.
- Section 5 **BEAUTIFICATION CHAIR:** Shall coordinate and oversee, with the approval of the Board, all beautification projects within the Association's boundaries, submit a budget for Board approval by the March Board meeting and conduct regular meetings of committee members.
- Section 6 **HISTORIC PRESERVATION CHAIR:** Shall oversee the Historic Preservation Committee. The Committee works to develop an appreciation for the unique architecture of West Floral Park and disseminates information on how to preserve the integrity of the neighborhood for future generations. This Chairperson shall submit a budget to the Board by the March Board meeting and conduct regular meetings of committee members.

ARTICLE X
INDEMNIFICATION OF OFFICERS, STANDING COMMITTEE CHAIRS,
EMPLOYEES AND AGENTS

- Section 1 **DEFINITIONS:** For the purposes of this Article X, “agent” shall include any person who is or was an officer, director, employee, or other agent of the Association, or is or was serving at the request of the Association as an officer, director, employee, or agent or another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; “proceeding” includes any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation attorney’s fees and any expenses of establishing a right to indemnification under Section 4 or Section 5 of this Article X.
- Section 2 **INDEMNIFICATION IN ACTIONS BY THIRD PARTIES:** The Association shall have the power to indemnify any person who is or was a party or threatened to be a party to any proceeding by reason of the fact that the person is or was an agent of the Association, against expenses, judgments, fines, settlements, or other amounts actually or reasonably incurred in connection with the proceeding, if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person’s conduct was unlawful.
- Section 3 **INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION:** The Association shall have the power to indemnify any person who is or was a party or threatened to be a party to any threatened, pending, or completed action by or in the right of the Association. No indemnification shall be made under this Section for any of the following: (1) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Association in the performance of that person’s duty to the Association and its members, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all circumstance of the case, the person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine; (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action with or without court approval, or (3) Of expenses incurred in

defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

- Section 4 **INDEMNIFICATION AGAINST EXPENSES:** To the extent an Agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.
- Section 5 **REQUIRED INDEMNIFICATIONS:** Except as provided in Section 4 of this Article X, any indemnification under this Article shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article X by any of the following; (1) A unanimous vote of a quorum consisting of Directors who are not parties to such proceeding; (2) Approval of the Members, with the Member to be indemnified not being entitled to vote thereon; or, (3) The court in which the proceeding is or was pending on application made by the Association, agent, attorney, or other persons rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Association.
- Section 6 **ADVANCE OF EXPENSES:** Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of the proceeding upon the receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE X.
- Section 7 **INSURANCE:** The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against that liability under the provisions of this Article X, except as may be prohibited by the California Nonprofit Corporation Law.

ARTICLE XI

CORPORATE CONTRACTS AND INSTRUMENTS – HOW EXECUTED

- Section 1 The Board of Directors, except as in the ByLaws otherwise provided, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power of authority to bind the

Association by any contract or agreement, or to pledge its credit, or to render it liable for any purposes or any amount, except as provided in the California Nonprofit Corporation Law.

ARTICLE XII

CONTROL OVER BYLAWS

Section 1 These ByLaws may be amended or repealed, or new ByLaws may be adopted, by a majority vote of the Members, or by the vote of the majority of the authorized number of Directors pursuant to the provisions for action by the Board set forth in Article VII, Section 10 of these ByLaws, at any regular or special meeting upon no fewer than 10 days written notice setting forth the intention to alter, amend, repeal, or adopt new ByLaws at such meeting; provided however, that the Board of Directors shall have no control over any ByLaw which specifies or changes a fixed number of Board of Directors of the Association, or changes the minimum or maximum number of authorized Board of Directors, and provided further that any control over the ByLaws herein vested in the Board of Directors shall be subject to the authority of the Members to amend or repeal or adopt new ByLaws.

ARTICLE XIII

BOOKS AND RECORDS

Section 1 RECORDS STORAGE AND INSPECTION: The Association shall keep the original and/or copy of the original ByLaws, as amended to date, which shall be open to inspection by any Member at any reasonable time.

The Association shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and Committees, if any. Such minutes shall be maintained in a legible form. The Association shall keep a record of its Members. Such other books and records shall be kept either in written form or in any other form capable of being readily converted to written form.

Section 2 RECORD OF PAYMENT: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XIV

ASSETS AND PROFITS

Section 1 No Member of the Association shall have any right, title or interest whatsoever in or to any property or asset that the Association may have or hereafter acquire. In

the event of or upon the dissolution or winding up of this Association, the Directors or persons in charge of the liquidation shall distribute any assets remaining, after the payment or discharge of all the Association's debts or obligations, to a charitable organization holding an exempt status, or otherwise in accordance with California Nonprofit Corporation Law.

ARTICLE XV
SEAL

Section 1. The Board of Directors shall maintain a suitable seal for the West Floral Park Neighborhood Association.

ARTICLE XVI
MISCELLANEOUS

Section 1 The rules and procedures governing the conduct of the business of the Association as it affects the rights, obligations, and duties of the members, officers, directors or other agents of the corporation which are not otherwise specifically set forth in these Bylaws, shall be governed by the Nonprofit Corporation Law of the State of California.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS BY SECRETARY

THIS IS TO CERTIFY;

That I am the duly-elected, qualified, and acting Secretary of the above named Association, and that the foregoing Amended and Restated Bylaws of the West Floral Park Neighborhood Association, consisting of 11 pages, including this certification, were adopted as amended on November 10, 2010 by the Directors and Members of said Association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal on December 6, 2010.

Steve Mendoza, Secretary