

Los Paseos Neighborhood Association

Bylaws

July 23, 2016

WITH PROPOSED AMMENDMENTS

ARTICLE 1 Boundaries:

The area covered by LPNA is bounded by Bernal Road from Santa Teresa Boulevard to the Monterey Highway, and Cheltenham Way and the Coyote Alamitos Canal, from Santa Teresa Boulevard to the Monterey Highway.

ARTICLE 2 Purpose:

The purpose of LPNA shall be to promote the social welfare of the community by encouraging community involvement and providing a means for the neighborhood to address its needs, including: schools, safety, traffic, zoning, and recreation.

LPNA shall serve as a vehicle for communication within this community through meetings and events, as well as through online and printed media, such as the LPNA web site, email, Nextdoor, newsletters and flyers.

ARTICLE 3 Membership:

Section 1 Membership qualifications: Membership is open to all residents and owners of property located within the boundaries as defined above.

Section 2 Voting: Members 18 years of age or older shall have one vote each to cast during attendance at a general or special meeting. No person may cast more than one vote. No proxy votes are allowed.

Voting is by a simple majority on a show of hands. A secret ballot may be used at any instance, including election of officers, where it is so moved, seconded, and voted by a simple majority of the voting members in attendance. A record of how every Officer votes must be kept, except in the election of Officers.

Section 3 Dues: No person is required to pay dues for membership. The Board is authorized to request voluntary donations from members. A suggested annual donation is \$5 per voting member. The Board may also request donations from local businesses.

ARTICLE 4 Member Meetings:

Section 1 Timing of general meetings: LPNA shall hold a general meeting at least four (4) times a year in person and/or virtually, for example using Zoom. General meetings require at least two (2) weeks advance notice electronically (by email, Nextdoor, and/or on the LPNA web site), or by telephone. Special meetings may be called by the order of the Board with at least seven (7) days notice.

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Section 2 Conduct of meetings: A roll call of the Officers of the Board shall be taken at each meeting. A record of attendance of members will also be kept using a sign-in sheet and/or electronic meeting attendance report. Minutes must be taken at each LPNA general or special meeting. Draft minutes shall be posted on the LPNA web site after review by the Board, and shall be approved at the beginning of the following meeting. ~~Approved minutes shall be posted on the LPNA web site.~~

Section 3 Quorum: A quorum for any general or special meeting shall be at least 50% of the filled elected Officers present and at least one member of LPNA present who is not an Officer.

ARTICLE 5 **Board of Officers:**

Section 1 Composition: The Board of Officers shall consist of a minimum of four (4) members, including President, Vice President, Secretary and Treasurer. Other Board positions, such as Member-at-Large, may be created by a majority vote of the Board.

Section 2 Powers and Responsibilities: The Board shall be responsible for the conduct and management of LPNA, maintenance of procedures and guidelines for all LPNA activities, budgeting and approving expenditures, appointing ad hoc committees as needed, and preparing agendas for and conducting general and special meetings.

Section 3 Elections: The term of office shall be for one (1) year, from January 1st through December 31st. Elections shall occur at the last scheduled general meeting of the calendar year. Nominations of candidates for elected positions shall be submitted through the LPNA web site, or in writing (including by email) to any Officer, at least 30 days prior to the meeting when the election will take place.

Section 4 Vacancies: The remaining Board members may appoint a substitute to serve the remaining term until the next election. The appointment is required to be submitted to the members for ratification at the next general or special meeting.

Section 5 Board Meetings: Notice of Board of Officers' meetings shall be posted to the LPNA web site. Attendance is open to Officers and members. A quorum for any Board meeting shall be at least 50% of the filled elected Officers present. Minutes of the meetings shall be kept by the Secretary and approved minutes posted on the LPNA web site.

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Section 6 Compensation: Officers serve on the Board as volunteers. No financial or otherwise discernible compensation may be provided for service on the Board.

Section 7 Conflict of interest: Should a member of the Board determine that they have a conflict of interest relating to an item under discussion, they must inform the body hearing the proposal that the conflict exists and they may not vote on that matter.

Section 8 Resignation and Removal: Officers may resign at any time by providing written notice to the President, or, in the event the President seeks to resign, to the Vice-President.

An Officer may be removed from his or her position at a duly noticed general or special meeting by a two-third vote of the general membership present. The Board may remove an Officer by a majority vote at the beginning of the third consecutive general, special, or Board of Officers meeting missed by the Officer.

ARTICLE 6 **Duties of Officers:**

Section 1 ~~President~~: The President shall prepare the agenda and preside at all meetings of the Board and the membership, and shall facilitate activities of LPNA and exercise general powers of administration and management consistent with the office. The President shall appoint members of committees not elected, with approval of a majority of the Board. The President shall review information provided by the Treasurer, including financial reports, bank statements and disbursements made, and bank balances. The President also acts as the official spokesperson of LPNA unless the Board chooses to create an elected Board position for a spokesperson.

Section 2 Vice-President: The Vice-President shall assist the President and assume the duties of the President in that officer's absence. The Vice-President shall coordinate the activities of committees and serve as acting chairperson of any committee that is lacking a chairperson. The Vice-President also shall be an authorized check signer in addition to the Treasurer.

Section 3 ~~Treasurer~~: The Treasurer shall be held accountable for all funds and shall give a financial update at least annually at a general meeting. The Treasurer shall receive, safeguard and disburse funds, keep proper financial records, propose budgets to the Board, and provide the financial information required bank statements for review by the President.

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Section 4 Secretary: The Secretary shall keep minutes of LPNA meetings and Board meetings, and shall be responsible for correspondence, at the direction of the President. The Secretary shall make these records available for inspection as described in Article 9. The Secretary shall also maintain records of attendance by members at general and special meetings.

Section 5 Member-at-Large: The Board may create one or more positions for a Member- or Members-at-Large. A Member-at-Large shall assist the Board in the execution of its responsibilities. In the event that another Officer is unavailable, a Member-at-Large may be requested to take over their responsibilities on a temporary basis.

ARTICLE 7 Non-Participation in Campaigns:

LPNA, as an organization, shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or any upcoming ballot issue.

ARTICLE 8 Privacy:

Membership information shall be collected and used only to satisfy the requirements of LPNA and shall be maintained confidentially. A member's personal information shall not be released without the permission of the individual member(s), unless the release is to comply with a tax or legal requirement.

ARTICLE 9 Representing LPNA:

A member may state that they are a member of LPNA. However, a member, including a committee chairperson or any Officer other than the President or elected spokesperson, shall not make statements or give the impression that they represent LPNA on any project or issue unless they are authorized to do so for the specific project or issue by the Board or by a vote of the membership at a general or special meeting.

The President or an elected spokesperson represents LPNA on routine matters, but shall not represent that LPNA is taking a position on a substantive issue or concern unless that position has been approved by a vote of the membership at a general or special meeting.

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ARTICLE 10 **Miscellaneous**

Section 1 Banking: A bank account shall be maintained in LPNA's name at a local financial institution, such as PremierOne Credit Union. Authorized signers shall be the Vice President and the Treasurer.

Section 2 Fiscal year: The fiscal year is from July 1st to June 30th.

Section 3 Inspection of books and records: Any member shall be entitled to inspect LPNA's books and records, exclusive of the membership information deemed private in Article 8, on the day of any duly called meeting upon furnishing written notice to the President at least 5 days prior to such meeting. The Treasurer or the Secretary and one other Officer shall be present.

ARTICLE 11 **Amendment:**

The Bylaws may be amended at any general or special meeting providing that the proposed items have been made available to all members at least two weeks prior to the meeting at which they are to be considered, and that two-thirds (2/3) of those members in attendance approve the amendment