

BY-LAWS OF THE PALO DEL AMO WOODS HOMEOWNERS ASSOCIATION.

ARTICLE I – NAME

Section 1. The name of this association shall be PALO DEL AMO WOODS HOMEOWNERS ASSOCIATION.

Article II – PURPOSE

Section 1. The purpose of this association is to advance the mutual social and economic interests of the community; to ensure the protection of property and property rights of the community; to encourage the improvement of property in the community and surrounding areas.

ARTICLE III – MEMBERSHIP

Section 1. Each household in the community shall be eligible for membership. As used herein, the “community” is defined, as the area bounded on the north by Sepulveda Boulevard, on the east by Vermont Avenue, on the west by Normandie Avenue, and on the south by 245th Street.

Section 2. All households described in Article III, Section 1, shall become members upon filing an application for membership in writing together with payment of initiation fees as may be required; and said membership shall continue in effect so long as annual dues are paid.

Section 3. Membership shall entitle adult members of the household to hold office and otherwise fully participate in the affairs of the association immediately upon payment of the initiation fee or annual dues. For the purpose of voting for officers or voting at general membership meetings, each member household shall be limited to one vote.

ARTICLE IV – OFFICERS AND ELECTION

Section 1. The Board of Directors shall be comprised of the following elected officers:

**PRESIDENT
FIRST VICE PRESIDENT
SECOND VICE PRESIDENT
TREASURER
SECRETARY**

The Board shall have an immediate Past President and three members at large. They shall be appointed by the President, subject to the approval of the other newly elected officers. In the event the President of the immediate previous term is not available or is one of the newly elected officers, then a fourth member at large shall be appointed by the President, subject to the approval of the other newly elected officers.

Section 2. Election of officers will take place by secret ballot of the corporate membership on annual Election Day. Officers shall be elected for a term of one (1) year. The President shall serve one (1) term

on the Board of Directors immediately following completion of serving the elected term of office as President. Members of the Board will serve for the period specified unless they resign, or are removed from office.

Section 3. All vacancies existing on the Board of Directors for any cause other than expiration of the term shall be filled by a majority vote of the remaining members of the Board of Directors and the person so elected shall hold office for the unexpired term of the member succeeded.

ARTICLE V – THE OFFICERS AND THEIR DUTIES

Section 1. President: The President shall be the chief executive officer of the association, shall preside at all the meetings, have general charge of the business of the association, and call special meetings of the Board of Directors as required.

Section 2. First Vice President: The First Vice President shall perform the duties of the President during the President’s absence and other such duties as may be prescribed by the Board of Directors. In addition, the First Vice President shall be the Board’s representative in meetings of the Advisory Council.

Section 3. Second Vice President: The Second Vice President, in the absence of the President and First Vice President, shall perform the duties of the President. The Second Vice President shall assist the President in the formation of an agenda for all general meetings. The Second Vice President is the Program Chairperson, and is in charge of all communications such as the community newsletter “The WOODs”, entrance signs, flyers, and all such publications as are necessary for dissemination of information to the corporate membership and the community.

Section 4. Treasurer: The Treasurer shall collect and disburse all monies of the association in accordance with the following:

All monies of the association must be deposited by the Treasurer in an accredited bank approved by the Board of Directors.

- (a) The account shall be established in the name of the association with the authority to draw checks or withdraw monies from the association account vested as follows: Checks drawn by the Treasurer and countersigned by the President; or in the case of the President’s absence, by the First Vice President.
- (b) A minimum requirement of a simple cash ledger, month-by-month, must be kept by the Treasurer to account for receipts and disbursements, and should be verified by supporting documents where feasible.
- (c) The financial records of the association must be audited, prior to the new Board taking office, by an accountant approved by the Board of Directors. The auditor’s report must be presented by the outgoing Treasurer, along with the final financial report, to the membership of the association within 60 days after completion of the Treasurer’s term of office. The business year of the association shall be 1 April to 31 March.
- (d) All disbursements exceeding \$200.00 shall be approved by the Board of Directors.
- (e) The Treasurer shall file a financial report in each issue of the newsletter.

Section 5. Secretary: The Secretary shall be charged with the responsibility of keeping minutes of all meetings and maintaining a file of all correspondence and reports, as well as maintaining an up-to-date

record of any business of the association. At the request of the Secretary, the President may appoint an Assistant Secretary. The Secretary shall also be responsible for calling and informing Board members plus others involved, of any pending meetings.

Section 6. Disqualification: A member of the Board of Directors may be removed from office:

- (a) Automatically if the member fails to attend three (3) consecutive regular Board meetings without reasonable justification as determined by the majority of the Board, and shall be so notified.
- (b) If proposed in the form of a petition signed by twenty-five (25) percent of the membership and approved by a majority of the total membership, as expressed at a special referendum called by the Board of Directors. The ballot procedures shall be the same as defined in Article VIII.

ARTICLE VI – DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the transactions of any business of the association between regular general meetings, and shall serve as the policy making body of the association. In major matters of policy, however, the Board of Directors shall call a general meeting, where feasible, and will present these matters to the membership for their approval and will abide by the will of the membership as expressed by majority vote of the members present.

Section 2. Each elected member of the Board of Directors, the three members at large, the past president, and if required the fourth member at large, will be voting members of the Board and each will have one vote. Other committee chairpersons may attend the Board of Directors meetings at the discretion of the President, but will not have voting privileges at the Board meetings.

Section 3. Board terms shall commence on April 1st.

ARTICLE VII – MEETINGS

Section 1. The Board of Directors shall meet at least once a month.

Section 2. “Robert’s Rules of Order, Revised” shall govern all proceedings of the association except when inconsistent with these By-Laws.

Section 3. There shall be two general meetings each year, one in March and one in November.

Section 4. Members of the association may request special meetings of the general membership by presenting a petition for such a meeting to the President or to any member of the Board of Directors. Said petition shall contain the reason for the proposed meeting and at least ten (10) member’s signatures. The Board of Directors shall then act upon the advice of the petition by calling the special meeting or replying in writing to the initiator(s) if the special meeting cannot be called.

Section 5. The annual meeting to nominate new officers to fill the Board of Director positions shall be held in February and the annual election shall be held in March.

Section 6. The established date of the meeting may only be changed by the President, if determined that an emergency exists. Such changes must be conveyed orally and/or in writing.

ARTICLE VIII – ELECTION OF OFFICERS

Section 1. Nominations: A nominating committee of aq least three (3) members shall be appointed by the President and approved by the Board of Directors. No Nominee for office may be on this committee. The membership of this committee shall be communicated to the membership prior to the nominating general meeting. Nominating/election committee will present a slate of candidates for the Board of Director positions at the annual nominating general meeting. Nominations from the floor may be received during the annual nominating general meeting. No members may be nominated for more than one office nor be elected to more than one office. Nominations will be accepted by the committee up to ten (10) days prior to the election date. The ballots shall provide for write-in candidates. The nomination/election committee shall provide election material and shall be responsible for conducting the election.

Section 2. Ballots: Ballots shall be mailed to all residents in sufficient time to reach the residents prior to the election date. Residents shall cast their ballots in a period of at least three hours at a place designated by the nominating/election committee. Residents must pay their initiation fees or dues for the current year (January 1st to December 31st) to be eligible to vote in the Board of Directors elections. The Residents shall sign a register at the election polling location to be provided by the nominating election committee.

Section 3. Absentee Ballots: Absentee ballots may be cast, but must be accompanied with a check for the initiation fee or the upcoming year’s dues, and received prior to the designated election period. Absentee ballots will be placed in a sealed envelope with the initiation fee or annual dues check attached to the outside. Names of the absentee voters shall be recorded in the register as absentee voters. The initiation fee or annual dues check will be separated from the sealed envelop containing the absentee ballot during the balloting period. The sealed ballots will then be opened in the presence of the nominating/election committee and placed unobserved into the ballot box during the balloting period.

Section 4. Winner: The candidate receiving the most votes (a plurality) will be elected to the office. In case of a tie vote, a run-off election will be necessary. The run-off election procedure shall be the same as the general election procedure.

Section 5. The new Board of Directors will begin their term of office on 1 April.

ARTICLE IX - MEMBERSHIP PRIVILEGES

Section 1. In addition to the right to the membership to vote, hold office and participate in the general membership meetings, all members shall have the right to petition for an amendment or special meeting as provided by these By-Laws, and to submit any grievance, suggestion or comment in writing to the

President or any Board Member who shall insure its recognition and reading before the Board of Directors at its next meeting. No member shall have the right to represent the association in either action or word except as properly authorized by the Board of Directors.

ARTICLE X – INITIATION

Section 1. An initiation fee/dues per household shall be charged for admission to membership in the association. Payment of the initiation fee entitles each member household to a current Homeowner’s Directory, subsequent copies of the newsletter “The WOODs”, and participation in the association activities.

Section 2. Dues: The Board of Directors may levy dues upon the members annually per household. Dues are due at election time. Any household not paying their annual dues will not be allowed to participate in the annual Board of Directors elections, cannot hold office, and will not be allowed to vote on any issues before the association. However, payment of dues at any time shall entitle the member to participate in all activities thereafter. Non-dues paying residents may attend general meetings and participate in the discussion of issues before the association and may participate in other association activities as may be deemed appropriate by the Board of Directors. Membership in this association shall be non-transferable.

Section 3. Current membership year is January 1st to December 31st.

ARTICLE XI – QUORUM AND VOTING

Section 1. The presence in person of 3% of the membership of the association (representatives of dues paying households) shall constitute a quorum for the transaction of business at any general meeting of the association.

Section 2. Voting: At any general meeting of the association each household who has paid their initiation fee or dues for the year shall be entitled to one vote per household.

Section 3. Board of Directors Quorum: The presence in person of two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of this body. Each Board member present, the three members at large, shall be entitled to one vote.

ARTICLE XII – COMMITTEES

Section 1. The name and number of committees shall be decided on by the President with approval of the Board of Directors.

ARTICLE XIII – ADVISORY COUNCIL (UNIT CHAIRPERSONS AND BLOCKCAPTAINS)

Section 1. Member and non-member community residents may, at their sole discretion, meet and form an Advisory Council for the purpose of communicating concerns relating to the association’s action.

Section 2. The association through the Board of Directors, shall be receptive to suggestions expressed by the Advisory Council.

Section 3. The First Vice President will meet with the Advisory Council on a reasonable basis as requested by the Advisory Council.

Section 4. The Board shall have reasonable responsibility to determine the legitimacy of persons presenting themselves as representatives or members of the Advisory Council.

ARTICLE XIV – DISSOLUTION

Section 1. The association is one, which does not contemplate pecuniary gains or profit to the members thereof and is organized solely for non-profit purposes. Upon the winding up and dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit, foundation or corporation which is organized exclusively for charitable and/or educational purposes and which has established its exempt status under Section 501 (c)(3) of the Internal Revenue Code. If this association holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the association's principal place of business is located upon thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XV – AMENDMENTS TO ARTICLES I THROUGH IV AND XV

Section 1. Amendments to Articles I through IV and XV may be initiated at any meeting of the general membership upon the presentation of a petition to the presiding officer by a member of the association. The petition shall contain the signatures of at least ten percent (10%) of the total membership of the association. The Board of Directors may initiate a change to these By-Laws by adopting a resolution to change specific articles.

Section 2. When such petition or resolution has been made, the President shall appoint a committee of at least three (3) members to properly draft the amendment, to handle the communication of the proposal amendment to the membership, and to assist in the vote for ratification.

Section 3. Vote for ratification shall be by written ballot and shall take place during the time between the general meeting at which the amendment was approved and the next general meeting. The ballots will be distributed and collected by Block Captains under the supervision of the Secretary; or they will be mailed to members by the Secretary of the association and returned to the Secretary by mail; or the election procedures as defined in Article VIII will be followed. In case of the former method, the Block Captain will collect the ballots for their area and place them in an envelope, which will be sealed, after all ballots are either collected or accounted for. The Block Captain shall deliver the sealed envelope with the ballots to the Secretary of the association.

Section 4. Ballots for amendments shall be counted by a committee consisting of the Secretary, the President or one Vice President, and one person whose name appeared on the petition, which initiated

the amendment. Either of the officers may designate a stand-in to this committee by appointment of a member of the association.

Section 5. Ratification of amendments shall require the approval of two-thirds (2/3) of the members of the association. Results of the voting will be made known no later than at the next meeting of the general membership.

Section 6. Amendments, which have been so ratified, become effective immediately.

ARTICLE XVI – AMENDMENTS TO ARTICLES.

Section 1. A motion at the meeting of the general membership or at any Board of Directors meeting may initiate amendments to Articles.

Section 2. If a motion to initiate an amendment to the By-Laws is adopted, the total membership shall be notified in writing by the Secretary as soon as possible and before the next general membership meeting.

Section 3. Vote for approval of the amendment shall take place at the next general meeting of the general membership. A two-thirds (2/3) vote of the members present at the meeting shall be required to adopt the amendment to Articles.

Section 4. When amendments to Articles are adopted, they become effective immediately.