

SANTA MONICA CANYON CIVIC ASSOCIATION - BYLAWS [5-18-10]

ARTICLE I

Name

This organization shall be known as the "Santa Monica Canyon Civic Association."

ARTICLE II

Purpose

The purpose of the Santa Monica Canyon Civic Association shall be to promote the economic, civic and social welfare of the people of the Canyon, and the organization shall be nonpartisan and nonsectarian in its activities, and function as an incorporated nonprofit organization.

ARTICLE III

Membership

Section 1. Any person, association, corporation, partnership or estate who lives, conducts a business, or owns property in Santa Monica Canyon, or in the opinion of the Board of Directors is desirable as a member, may subscribe for membership in the Santa Monica Canyon Civic Association by paying the annual dues therefor. The boundaries of Santa Monica Canyon shall be set by the Board of Directors from time to time.

Section 2. Membership, fees and/or annual dues shall be set by the Board of Directors and may be changed from time to time as conditions warrant.

Section -3. Members shall pay membership dues in advance before being permitted to exercise the privileges of membership.

Section 4. Any member may be suspended by the Board of Directors by a two-thirds (2/3) vote for nonpayment of dues; or after notice, and opportunity for hearing, a member shall be expelled for conduct unbecoming a member.

Section 5. Any member, upon written request to the Board of Directors, accompanied by a remittance covering the full amount due on any pledge, may resign from the Santa Monica Canyon Civic Association.

Section 6. Change in a member's status of qualification for membership as outlined in Section 1 of this Article may cancel membership.

ARTICLE IV

Government

The government of the Santa Monica Canyon Civic Association shall be vested in a Board of twenty-five (25) Directors. Directors shall be elected for two-year terms, with approximately one-half of the directors' terms expiring each year. Meetings of the Directors shall be open to the public and shall be held monthly or at such time as the majority of Directors shall determine. The Directors shall meet no less than quarterly.

ARTICLE V

Election of Directors

Section 1. Voting shall be by individuals only, and no members shall cast more than one ballot.

Section 2. Election of Directors shall occur at the annual meeting or at such time and in conformity with such additional rules and regulations as the Board of Directors may adopt. Election of Directors shall occur no less than one time per year.

Section 3. The Directors shall be nominated and elected annually in a manner hereinafter described. The newly elected Directors shall take office immediately after election.

Nomination of Directors

Section 4 (a). The Directors, at a regular meeting at least two months prior to the annual meeting, shall appoint a nominating and election committee ["Committee"] of three, whose duty it shall be to present a list of qualified nominees to replace the retiring Directors.

Section 4 (b). The list of nominees shall be presented by the Committee to the membership at the annual meeting and an election by secret ballot shall be held at that time. The ballot shall contain the names of the Committee's nominees, together with blank spaces for "write-in" candidates, and carry the information to members that they may vote for any member in good standing if they so desire. The Committee shall report the final results of the election to the membership.

Section 4 (c). At its next regular meeting, the Board of Directors shall elect officers for the ensuing year, a President, one or more Vice-Presidents and a Treasurer. Subsequently the Board shall elect or employ a Secretary, whose expense allowance shall be determined by the Board. The Board may elect additional officers at its

discretion. All of the officers must be members of the Board except the Secretary but the Secretary may be a member of the Board.

Section 4 (d). Vacancies in the Board of Directors shall be filled by vote of the remaining Directors at their next regular meeting. Such newly elected Directors shall serve, however, only until the next regular election.

ARTICLE VI

Officers

The duties of the Officers shall be such as their titles, by general usage, would indicate, and such as required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

ARTICLE VII

Committees

Section 1. The Board of Directors shall authorize and define the duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3. Committee appointments shall be for a term not exceeding the term of the appointing President.

Section 4. The Board may appropriate money from the general fund, or authorize the expenditure of budgetary funds for committee purposes.

Section 5. Committees shall be discharged by the President when their reports have been accepted, or when in the opinion of the Board of Directors it is deemed wise to discontinue activities on which a committee in question may be engaged.

Section 6. At committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE VIII

Association Meetings

Section 1. The deliberations of this organization, both when meeting as a body and during the meetings of the Board of Directors, shall be governed by Robert's Rules of Order.

Section 2. The annual meeting of the Association shall be held in May at a place to be designated by the Board of Directors.

Section 3. Meetings of the members shall be held at such times as the President or the Board of Directors may designate, or upon written request of ten percent (10%) of the members in good standing, or upon the written request of five (5) or more members of the Board of Directors. All such meetings shall be preceded by a written notice to all members in good standing, mailed at least five (5) days prior to the date of said meeting. Timely notification of members at their email address in lieu of mailing constitutes any written notice as required by these bylaws.

Section 4. At all meetings, ten percent (10%) of the members in good standing shall constitute a quorum.

Board of Directors' Meetings

Section 5. Absence from three consecutive meetings, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation.

Section 6. A special meeting of the Board of Directors may be called at any time by the President or by three (3) Directors, provided that a call shall be issued to each Director stating the purpose of the meeting not less than three (3) hours preceding the meeting.

Section 7. At all meetings of the Board of Directors, seven (7) Directors shall constitute a quorum.

ARTICLE IX

Referendum

Upon the request in writing of five percent (5%) of the members in good standing, the Board of Directors shall submit a question as set forth in the petition to the members for a mail referendum vote, the ballot for such use to be accompanied by brief stating both sides of the question.

ARTICLE X

Membership Year

The membership year, covered by annual payment of dues, shall be established as the period from January 1st to December 31st each year.

ARTICLE XI

Expenditures

The Income of the Santa Monica Canyon Civic Association shall be expended under the direction of the Board of Directors for any lawful purpose for the benefit of the members.

ARTICLE XII

Amendments

Section 1. These By-Laws may be amended by a majority vote of the members in good standing in attendance at any regular meeting, or any special meeting called for that purpose, provided that such amendments shall be plainly stated In the call for the meeting at which they are to be considered.

Section 2. Written notice of a meeting at which such amendments are to be considered must be given at least five (5) days prior to the time of the meeting.