

BYLAWS
OF
BELMONT HEIGHTS COMMUNITY ASSOCIATION
A NONPROFIT PUBLIC BENEFIT ASSOCIATION

ARTICLE I

Belmont Heights Community Association
375 Redondo Ave., 332
Long Beach, California 90814

Section 1.

The Association shall be known as the Belmont Heights Community Association (hereafter called Association). Abbreviation of the name shall be "BHCA".

Section 2.

The Association shall be a nonprofit public benefit association under the laws of the State of California. This tax-exempt, charitable organization is non-profit, non-sectarian, and non-political in all its policies and activities. In the context of its general purpose, the Association shall seek contributions, grants and other income, invest and manage its resources, and apply its resources in furtherance of its mission.

Section 3.

The Association shall represent the interests of the community of Belmont Heights which shall be defined as that portion of the city of Long Beach bounded in general on the north by 7th St.; the west by Redondo Avenue; the south by Livingston Drive and Ocean Avenue; the east by Nieto Avenue, Appian Way, Park Avenue and Federation Drive. These boundaries may be revised or adjusted as deemed necessary and appropriate by the Board of Directors.

ARTICLE II
Purpose

Section 1.

The Belmont Heights Community Association is a non-profit organization made up of residents who volunteer their time and energy to improve the quality of life in the neighborhood. The Association works closely with residents, historic districts, local businesses, schools, community organizations within Belmont Heights, the 3rd District Council office, City staff, and other neighborhood organizations.

ARTICLE III
Board of Directors

Section 1.

The Board of Directors shall consist of a minimum of five qualified members, filling offices of President, Vice President, Secretary, Treasurer and one to three members at large.

Section 2.

Board members shall be resident property owners who are members (members defined as current with dues and able to prove residency/ownership through public utility statements) with the exception that members at large need not be property owners.

Section 3.

A Board member shall have been a general member for at least thirty consecutive days immediately preceding nomination or appointment. No Board member shall hold more than one position on the board at a time.

Section 4.

Board members shall be elected by the general membership at an annual election, as hereafter specified in Article IV. The term of each office shall be one year with each member serving a maximum of three years in the same office. No Board member shall serve more than three consecutive terms in the same office.

Section 5.

The Board of Directors constitutes the primary decision-making body, which shall (1) supervise and direct Association activities and any ad hoc committees and standing committees, (2) authorize any contribution or donation made by the Association, and (3) approve in advance any contract creating an Association debt in excess of a stated amount as set by the Board.

Section 6.

A Board member with three consecutive unexcused absences from properly called and noticed Board or general membership meetings shall, at the discretion of the Board, forfeit the office.

Section 7.

Upon determination of cause by the Board, a Board member shall be removed from office upon a (2/3) vote of the Board at any regular or special meeting of the Board, provided a quorum is present and the proposed removal was included in the meeting notice.

Section 8.

The Board shall fill vacant positions as soon as possible by appointment, subject to approval by the general membership at its next meeting. Appointed Board members shall have full Board authority and responsibilities as though elected to the office. Appointed board members shall serve the unexpired portion of the vacant office to which they are appointed.

Section 9.

The President shall preside over all general membership and Board meetings. Board members, in the sequence listed below, shall have all authority and responsibility of the President during the President's absence. Assumption priority shall be: (1) Vice President, (2) Secretary, (3) Treasurer.

Section 10.

The Board shall meet quarterly, at minimum. Special meetings of the Board may be called, upon proper notice (24 hours minimum), by the President or by any other three members of the Board. The date, time and place of Board meetings shall be established by the Board, provided that the date, time or place of any meeting may be altered or specially set by the Board at any time.

Section 11.

A defective notice shall void any actions of the Board taken at any meeting improperly noticed.

Section 12.

A quorum shall consist of a majority of Board members in attendance at any duly noticed meeting.

Section 13.

Except as otherwise provided herein, approval of a motion shall be upon affirmative vote of a simple majority of the Board in attendance at which a quorum has been attained.

Section 14.

Proxy voting shall not be permitted.

Section 15.

To the greatest extent possible, all decisions relating to matters within Board jurisdiction shall be made by vote in a properly called and noticed meeting of the Board. In the event the President determines special circumstances render a properly called and noticed meeting impractical, the Executive Committee shall have full authority to make decisions for the Board. Interim actions taken by the Executive Committee shall be promptly communicated to the Board. At the next regular or special Board meeting, the Board shall consider interim actions taken by the Executive Committee and take appropriate action thereon.

Section 16.

The Executive Committee shall be comprised of the Officers of the Board as set forth in Article V.

Section 17.

Board members shall not receive any fee, salary or other compensation for service on the Board, excepting reasonable reimbursement for costs incurred.

ARTICLE IV
Board Nominations and Elections

Section 1.

The Board shall nominate, at a meeting held one month prior to general elections, one qualified member for each board position being vacated. Nominations to the Board shall be accepted from members as long as the nomination is received at least one month prior to the general election.

Section 2.

A general membership meeting shall be held in the first quarter of each calendar year, at which time the Board shall place its nominations before the membership. Ballots shall be distributed to members who are present at the meeting. Members who are not present shall be allowed to vote electronically. Votes shall be tallied and results announced at the next scheduled meeting. Results will be based on a simple majority of voting members provided a quorum is reached. Elections shall be by secret, written ballot. If there is only one candidate for each board position, the written ballot may be dispensed with in favor of a call of the question by the President or the Secretary for a vocal vote.

Section 3.

The President or outgoing President shall install the newly elected Board members at the next scheduled meeting.

Article V
Officers

Section 1.

Association Officers shall be President, Vice President, Secretary and Treasurer. Officers shall be elected by and from the Board by a majority vote of board members at a duly called meeting.

Section 2.

The President shall be the Chief Executive Officer and spokesperson, with full authority and responsibility for supervising Association affairs, subject to the ultimate review of the Board of Directors and Association Bylaws. The Vice President shall assume the responsibilities of the President in his/her absence.

Section 3.

The Secretary shall be the Chief Administrative Officer with responsibilities for (1) keeping complete, accurate records of the names and addresses of the Board and general membership; (2) keeping complete, accurate minutes of the Board and general membership meetings; (3) distributing minutes of Association meetings to the Board at least five days prior to the next Board meeting; (4) Noticing of meetings, elections, or other actions required by the Bylaws or

otherwise directed by the board; (5) maintaining a complete, accurate set of bylaws and any standing rules; and (6) distributing membership renewal notices.

Section 4.

The Treasurer shall be the Chief Financial Officer, who shall (1) have custody and control of all Association funds; (2) keep all necessary records and accounts of income, monies, accounts, gifts, contributions, pledges, receipts, disbursements, expenditures, assets and liabilities; (3) comply with applicable provisions of federal state or local regulations and laws; (4) maintain records of compliance with applicable regulations and laws, and (5) report Association financial status at every regular Board meeting and regular general membership meeting. The signature of the Treasurer shall be required on checks or other debt instrument; the signature of a second Board member, to be designated by the Board in advance, shall be required on all checks or other debt instruments in excess of an amount determined by the Board to be appropriate. The Board may from time to time undertake a financial review, formal or informal, as it deems appropriate.

Article VI
General Membership

Section 1.

Membership shall be open to any person at least eighteen years of age who either resides in Belmont Heights or is a Belmont Heights property or business owner.

Section 2.

Dues shall be payable on an annual basis and shall cover one family, residential or business unit.

Section 3.

General membership shall be the primary membership category. The Board may approve additional membership categories as deemed appropriate.

Section 4.

Members shall vote on the selection of the Board, the Association bylaws, and pertinent issues the Board may bring to the attention of the membership. Each paid membership is entitled to one vote per issue. Public opinion may be invited from time to time but may not be determinative of Association action.

Section 5.

Members may voluntarily resign at any time upon written notice, effective upon receipt of such notice.

Section 6.

Membership shall automatically expire upon a member's death, except that an otherwise

qualified family member may assume that membership, for the duration of that membership year.

Section 7.

Members shall forfeit membership for failure to maintain eligibility outlined in Article VI, Section 1.

Section 8.

Membership shall lapse upon failure to remit dues within sixty days of each membership year.

Section 9.

The Board may remove a member for cause upon two-thirds (2/3) vote that the member's action is inimical to the Association. The Board shall provide written notice to a member subject to removal, specifying determination of cause, at least fifteen days prior to the effective removal date, thereby suspending membership. A suspended member shall (1) be a member who has not paid dues and (2) be entitled to request reconsideration by presenting mitigating facts to the Board during the suspension period. A former member removed for cause shall be ineligible for new membership for six months after removal.

Section 10.

Full, partial or prorated refund of membership dues for any reason shall not be permitted.

Section 11.

General membership shall not include the right to represent the Association without prior explicit, written Board approval.

ARTICLE VII
Conflicts of Interest

Any eligible person, organization, association, agent, agency or enterprise shall be permitted to contribute to, benefit by, or receive a contribution, donation or expenditure from the Association, regardless of membership status.

Section 1:

No member of the Board of Directors or of the general membership of the Association nor any other corporation, firm, association, or other entity in which one or more of the Association's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Association, unless: (a) the material facts regarding that member's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all Directors of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested

Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Association could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Association for its own benefit enters into the transaction, which is fair and reasonable to the Association at the time the transaction is entered into. These provisions shall constitute the Conflicts of Interests Policy of the Association, which may be amplified by additional policies adopted from time to time by the Board.

ARTICLE VIII General Membership Meetings

Section 1.

Regular meetings of the Association shall generally be held 10 times each calendar year at the discretion of the Board. Members shall be noticed by email, or by posting on the Association's website, one month prior to a regular meeting, specifying the date, time and place of the meeting and proposed agenda.

Section 2.

Special meetings of the Association may be called by the Board with seven (7) days notice posted on the Association's website. A minimum of 25 members may petition the Board, in writing, to request a special meeting. In such a situation, the Board must respond within seven days notifying the members of the meeting date, time, place, and proposed agenda.

Section 3.

A quorum shall consist of twenty five percent (25%) of the membership or twenty five members, whichever is less.

Section 4.

Proxy voting shall not be permitted.

Section 5.

At any general Association meeting and for any lawful purpose other than amending bylaws, a member may submit an initiative motion and have action taken on the initiative motion at the next scheduled membership meeting.

Section 6.

Except as otherwise provided in these bylaws, approval of a motion shall be obtained upon affirmative vote of a simple majority of general membership at a properly noticed meeting at which a quorum is present.

ARTICLE IX
Administration

Section 1.

The fiscal year of the Association shall be January 1 through December 31.

Section 2.

Membership shall be on an annual basis. New membership dues and renewal dues shall be effective for one year from the date of receipt of such dues.

Section 3.

Any change in dues shall be determined by the Board with notice provided to membership sixty days prior to renewal.

Section 4.

Accounting books and records of the Association shall be open to inspection (1) by any member, (2) for a purpose reasonably related to Association membership, (3) upon written request signed by the member, (4) with such request delivered to the Association five business days in advance, (5) with such request indicating specific Association books or records of interest, (6) with such request stating the purpose of the request, (7) with such request identifying any distribution or dissemination beyond the requesting member and (8) with such request indemnifying the Association or Association members for any and all damages which may result from access to Association books and records. The requesting member then may either (1) personally inspect or copy records of interest at a mutually agreed time and place, or (2) obtain from the Recording Secretary, upon tender of a reasonable fee, copies of records of interest. The Board shall deny inspection rights if it determines such request is based on financial, commercial, political or personal gain.

Section 5.

The Association shall maintain a post office mail box for receipt of correspondence.

ARTICLE X
Indemnification

The Association shall indemnify any present or former Director or Board member for expenses (including attorneys' fees) incurred in defending claims or actions brought against him or her as they pertain to the Association, unless that Director or Board member shall have been guilty of willful misconduct in the matter.

ARTICLE XI
Amendment of Bylaws

Members may submit recommendations to amend the Association bylaws. The Board shall review such recommendations and respond with a recommended action.

ARTICLE XII
Parliamentary Authority

Rules contained in the current edition of Robert's Rules of Order, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any standing rules the Association may adopt.

ARTICLE XIII
Dissolution

Section 1.

The Board is the only entity that has authority to dissolve the Association.

Section 2.

In the event of dissolution, all Association assets after payment or provision for Association liabilities shall be distributed to one or more charitable organizations to be designated by the Board in accordance with the Association's Articles of Incorporation, nonprofit law, and these bylaws.

Article XIV
Certification

Certified to be the true and complete Bylaws of the Belmont Heights Community Association.

Dianne Sundstrom

May 11, 2015

Secretary

Date Ratified