

BYLAWS

of the

CARTHAY CIRCLE NEIGHBORHOOD ASSOCIATION

A non-profit, public benefit corporation

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BYLAWS of CARTHAY CIRCLE NEIGHBORHOOD ASSOCIATION

A California non-profit public benefit corporation

1. NAME, LOCATION, AND PURPOSE

- 1.1 Name. The name of this Corporation is CARTHAY CIRCLE NEIGHBORHOOD ASSOCIATION (“Corporation”), a California non-profit public benefit corporation.
- 1.2 Principal Office. The principal office for the transaction of the activities, affairs and business of the Corporation (“principal office”) is located at 6230 Wilshire Blvd., PMB 1153, Los Angeles, California 90048, in Los Angeles County, California. The Board of Directors (“Board”) may change the principal office from one location to another. Any change of the location of the principal office shall be noted by the Secretary in these Bylaws opposite this section, or this section may be amended to state the new location. The Board may at anytime establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.
- 1.3 General Purposes. The general purpose of the Corporation is to promote the well-being of the residents in the Carthay Circle area of Los Angeles County, California. The Corporation shall, to the best of its ability, promote the health, safety, and well-being of the area’s inhabitants. The Corporation shall be noncommercial, nonsectarian and nonpartisan.
- 1.4 Specific Purposes. Within the context of the general purposes stated above, this Corporation shall seek: (1) to provide a forum for the exchange of ideas concerning neighborhood issues; (2) to prevent encroachment of incompatible uses; (3) to preserve the existing character and uses of the Carthay Circle area in accordance with the Historical Preservation Overlay Zone; (4) to maintain the existing zoning within the Carthay Circle area; (5) to monitor and communicate with public bodies or agencies on subjects of the Corporation’s interest and/or concern; and (6) to use the Corporation name, database, and possibly general funds in support groups and activities beneficial to the Corporation.

2. BOARD OF DIRECTORS

- 2.1 Number of Directors and Term. The Board of Directors (“Board”) shall consist of no less than seven (7) nor more than fifteen (15) Members. Directors shall serve two-year terms. Except as otherwise required in these By-Laws, all matters of policy for the Corporation shall be determined by the Board.

- 2.2 Election of Board. The Directors, whose ranks shall also include all officers, shall be selected by a vote of the general membership (“General Membership”) of the Corporation. Thereafter, the duly elected board shall vote to select from their ranks the officers of the Corporation for a one-year term. The General Membership of the Corporation consists of members (“Members”) as identified in Section 4.2 of these Bylaws. The election of the Board shall occur prior to the expiration of the Directors’ two (2) year term, which expires on the 31st of January of every even-numbered year. If any Directors have resigned or left office, for any reason whatsoever, the General Membership may elect replacement Directors at any meeting of the General Membership, including a meeting in odd-numbered year. The new Board of Directors shall take over responsibility for the Corporation on February 1st of the election year.
- 2.3 Qualification of Directors. No person may be a candidate for the Board, or, once elected, continue to serve as a member of the Board, if the person: (a) is engaged as an opponent in litigation, arbitration, mediation or other legal proceeding with the Corporation (b) misses more than 2 consecutive regularly scheduled board meetings without a reasonable excuse; (c) ceases to be a Member of the Corporation; (d) fails to abide by the decisions rendered by the Corporation; or is delinquent in payment of dues (which should ordinarily be paid before a Director takes office) by more than 60 days.
- 2.4 General Power of the Board. Subject to the provisions and limitations of the California Non-Profit Public Benefit law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these Bylaws, the Corporation’s activities and affairs shall be managed and all corporate power shall be exercised by and under the Board’s direction.
- 2.5 Specific Powers of the Board. Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall, with a proper quorum, have the power to:
- a) Appoint and remove at its pleasure all the Corporation’s officers, agents, and employees, and prescribe powers and duties for same that are consistent with the Articles of Incorporation and/or these Bylaws;
 - b) Change the principal office or the principal business office from one location to another;
 - c) Incur indebtedness on behalf of the Corporation subject to the provisions of these Bylaws;
 - d) Adopt the corporate seal;
 - e) Appoint committees and delegate such power and responsibilities to the committees as it deems appropriate;
 - f) Remove a Director (after reasonable notice and an opportunity to be heard) consistent with the requirements set forth elsewhere in these By-Laws

- 2.6 Vacancy on the Board. A vacancy or vacancies on the Board shall exist on (a) a death or resignation of a Director, (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared by a court of competent jurisdiction to be of unsound mind or convicted of a felony, or (c) by the vote of a majority of all the Directors then in office. (At the next meeting of the General Membership the appointment of the replacement Director shall then be confirmed by a majority vote of the General Membership. Failing the confirmation by the General Membership, the replacement Director shall be substituted for by a new Director chosen by the General Membership.) Any vacancy on the Board may be filled by the Board itself, subject to the limitations imposed in Sections 2.1 and 2.3 above, and the person filling said position shall hold that seat on the Board until completion of the term of that Board seat. Vacancies on the Board may be filled by a vote of a majority of the remaining Directors, though less than a quorum. In the event the remaining Directors are evenly divided and cannot agree on the appointment of a director to fill the vacancy, the vacancy will be filled at the next General Membership meeting.
- 2.7 Board Meetings. The Directors shall hold General Membership meetings annually, and shall hold meetings amongst the Board itself at least semi-annually. Any meeting may be held by conference, telephone, email or similar communication, however, any electronically facilitated meeting will function under all rules and protocols that are applicable to regularly scheduled meetings. Special meetings of the Board for any purpose may be called at any time by the President or by any three (3) Directors. At the first meeting of the year, the Board shall elect officers of the Corporation and an Executive Committee from among its Members.
- 2.8 Quorum for Board Meetings. The presence of forty percent (40%) or more of the then-constituted Board of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation law. Electronic mail (e-mail) decisions of the Board are acceptable provided a quorum exists. Any Director timely voting by electronic mail shall be considered “present” for the purpose of computing a quorum. A Director may give another Director his/her written proxy to vote on a specific item described in the proxy if said Director cannot otherwise attend.
- 2.9 Committees Created by the Board. The Board of Directors may create one or more committees each consisting of one or more persons who are Members of the Corporation. A member of the Board may also serve on such committees. Any such committee, to the extent explicitly provided in a Board resolution, shall have all the authority of the Board except that no committee regardless of Board resolution may:
- a) Take any final action on any matter that under the California Non-Profit Public Benefit Corporation law also requires approval of the majority of all members of the Board;
 - b) Fill vacancies on the Board or in any committee that has the authority of the Board;

- c) Amend or repeal the Articles of Incorporation or these Bylaws or adopt Bylaws;
- d) Amend or repeal any Board resolution;
- e) Incur any indebtedness or other financial obligation and/or otherwise obligate the Board contractually except as explicitly provided in the applicable Board resolution; or
- f) Create any other committees of the Board or appoint members of the Board.
- g) A Committee will not be permitted to take public positions on community matters, to authorize the expenditure of funds or to allow the Corporation's name to be used in connection with outside issues and projects. These are matters for the Board.

2.10 Committee Meetings. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws. Minutes shall be kept of each meeting of the Board of Directors.

2.11 Executive Committee. The Board will select an Executive Committee comprised of no less than three members, all of who must be members of the Board. The Executive Committee shall consist, at a minimum, of the Board President, Secretary and Treasurer.

a) Subject to the authority of the Board, the Executive Committee will conduct the day-to-day operations of the Corporation, including but not limited to arranging the Annual General Membership Meeting, collection of dues, financial reporting, maintaining the data base, communications with General Membership including communicating matters of community interest.

b) Any expenditures of the Executive Committee must be authorized by the Board.

c) The Executive Committee may meet as frequently as it chooses. The Executive Committee shall account and report to the Board of Directors as directed by the Board.

d) The Executive Committee will not be permitted to take public positions on community matters, to authorize the expenditure of funds or to allow the Corporation's name to be used in connection with outside issues and projects. These are matters for the Board. The Executive Committee's role is that of a day-to-day facilitator, liaison and communicator, keeping the Board well apprised on material matters affecting the Corporation's interests and always acting with the written authority of the Board.

2.12 Compensation of Directors. No director or officer shall receive compensation for any service he may render to the Corporation solely based on his standing as a director or officer. However, any director or officer may be reimbursed for his actual expenses incurred in the performance of his duties subject to the approval of the President and Treasurer and as authorized by the Board.

3. OFFICERS

- 3.1 Officers. The officers of the Corporation shall be a President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. No member of the Board may hold more than two offices at the same time. In the absence of the President, for any reason, whether permanent or temporary, the Secretary, followed by the Treasurer shall assume the President's responsibilities until such time as the President returns or is replaced by the Board. The officers of the Corporation shall serve a one (1) year term. An officer may be removed by the Board, with or without cause, by the vote of a majority of all the Directors then in office at any regular or special meeting of the Board at which a quorum is present, upon reasonable notice and an opportunity to be heard. If an officer is removed or resigns, the Board may fill the resulting vacancy.
- 3.2 President. The President shall have such supervisory powers as the Board may give. He/she shall be the general manager of the Corporation and shall oversee the Corporation's activities, affairs, and offices. The President or designee shall preside at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe. In between meetings, the President shall have decision-making authority on routine matters when an issue must be decided without delay and it is not practicable to convene an actual board meeting or await the next regularly scheduled meeting. The President shall not, however, have the power to incur more than one thousand dollars (\$1,000.00) in aggregate expense and/or contractual obligation without the specific approval of the Board. The President, in exercising these powers, shall do so with the approval of a majority of the Executive Committee.
- 3.3 Secretary (Recording and Corresponding). The Secretary or designee shall record and maintain the Minutes of all Corporation meetings. The Secretary shall notify members of the Board and Special Committees of scheduled meetings and prepare correspondence as directed by the Board. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe (including facilitating email communications and filing).
- 3.4 Treasurer. The Treasurer or designee shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as is required by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. In addition, the Treasurer or the President shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate. The Treasurer shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The financial statements and reports, including statements of income and expense for the preceding twenty-four (24) months shall be maintained for viewing by any Members of the Corporation.

- 3.5 Past Presidents. Any person who has at any time served the Board as a President, who is currently a Member of the Corporation, and resides within the Corporation's geographical boundaries, may at his or her discretion serve as an informal consultant to the Board for as long as he or she desires.

4. MEMBERSHIP AND DUES

- 4.1 Geographic Area. The geographic area shall include all homeowners and residents of properties within the geographic area of tract 5542, County of Los Angeles, to wit, the area bounded by the west side of Fairfax Avenue on the east; the easterly line of the City of Beverly Hills on the west; the north side of Warner Avenue on the north; and the north side of Olympic Blvd. on the south.
- 4.2 Actual Membership and Voting Rights. Any property owner (including commercial or residential property) or resident within the geographic area shall be entitled to one vote for the election of Board members, and one vote on other issues and measures which the Board deems appropriate to submit to the General Membership. No more than two individual owners of any particular commercial property may be Members of the Corporation.
- 4.3 Dues. Members are encouraged to pay yearly dues, the amount of which shall be determined by the Board of Directors; however, the yearly dues shall not be less than twenty-five dollars (\$25.00) per Member.
- 4.4 Special Assessments or Changes in Annual Dues. Any changes in annual dues or any special assessment shall be approved by the Board of Directors.

5. MISCELLANEOUS

- 5.1 Indemnity of Directors and Officers. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, and employees and other persons as described in Section 5239 of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other matters actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including any action by or in the right or name of the Corporation, by reason of the fact that the person is or was described in that section. Expenses as used in this paragraph shall have the same meaning as in Section 5239 of the California Corporations Code.
- 5.2 Directors and Officers Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officers', directors', employees', or agents' status as such.

- 5.3. Books and Records of the Corporation. The Corporation shall keep adequate and correct books and records of account, and written minutes of the proceedings of the Board.
- 5.4. Interpretation. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Public Benefit Corporation law shall govern the construction of these Bylaws.
- 5.5. Check Signatures. The President, Secretary and the Treasurer are the officers who shall sign checks for the Corporation. Only one signature is required. The officers shall determine which bank to utilize, which may change over time.

6. AMENDMENT OF BYLAWS

- 6.1. Amendment of Bylaws. The Board may adopt, amend, or repeal Bylaws unless the action will be contrary to California law.
- 6.2. Rules Affecting Amendment. If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by such vote.
- 6.3. Vote Required to Amend. Any amendments to these Bylaws shall require 66 2/3% vote of the Board of Directors unless a provision of these Bylaws or California law requires otherwise. No amendment may extend a Director's term beyond that for which the Director was elected.
- 6.4. Political Offices. Inasmuch as the overall educational and neighborhood purposes of the Corporation will be served by working with all government officials to obtain maximum benefits for the Corporation as Members, the Board of Directors shall not endorse a candidate for public office.

7. ETHICS AND CONFLICTS OF INTEREST

- 7.1. Conflicts of Interest. No Member or Director may recommend to this Corporation a business, contractual or financial relationship with any person and/or company with whom that Member or Director has a personal, familial and/or economic relationship, or other potential conflict of interest, without first disclosing to the entire Board the nature and extent of that relationship. No Member or Director, or family member or personal friend of a Member or Director may derive any financial benefit from a relationship with the Corporation, either directly or indirectly, unless authorized by a specific, written, resolution of the Board. This duty of disclosure is continuing and applies to any existing or future business and/or economic relationship with the Corporation.

7.2 Use of Website, Email and Mailing List. Neither the Corporation’s website, email list or mailing list, nor any of the information contained therein, may be used for personal, commercial or political purposes. The mailing information of the Members is to be maintained as private and to be used exclusively for Corporation business that is specifically authorized by the Board.

These Bylaws have been unanimously approved by the entire Board of Directors this ___ day of January 2011, and supersede any previous versions that may exist.

CARTHAY CIRCLE NEIGHBORHOOD ASSOCIATION

By _____,
President

By _____,
Secretary