

**BY-LAWS OF LA HABRA HEIGHTS  
IMPROVEMENT ASSOCIATION  
A California Non-Profit Corporation**

**ARTICLE I ORGANIZATION**

1. The name of the organization shall be;

**LA HABRA HEIGHTS IMPROVEMENT ASSOCIATION, INC.**

In these By-Laws the organization is sometimes referred to as the "organization", the "Association" or the "corporation" all of which references are intended to be references to La Habra Heights Improvement Association, Inc.

2. The organization's Articles of Incorporation and By-Laws were completed and executed 14 September, 1965, and filed with the California Secretary of State on the 28th December 1965, and filed with the Los Angeles County Clerk on 5 January, 1965. An amendment to the Articles of Incorporation was executed on April 28, 2010 and thereupon filed with the California Secretary of State, State of California on May 25, 2010.

3 The Corporation is tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954. Prior to incorporation, in January, 1939, the Association began operations on an informal basis, espousing the same purposes as outlined in ARTICLE II below.

4. The organization shall not carry on any other activity not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (3).

5. The principal office for the transaction of business shall be the City Hall Multi- Purpose room in La Habra Heights, Los Angeles County, California, unless changed by the Board of Directors.

**ARTICLE II PURPOSES**

1. This Corporation is organized exclusively for charitable, social and educational purposes related to the City of La Habra Heights, California, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. More specifically, the following are the purposes for which this organization has been organized: the purposes and objectives of this corporation are to interest and unite all property owners and residents of La Habra Heights, California, as a non partisan organization, for the purpose of maintaining a rural environment, of creating community interest, and of exerting a combined effective influence upon matters pertaining to the welfare of La Habra Heights.

**ARTICLE III. MEMBERSHIP**

1. Membership in this organization shall be open to all who reside within the City of La Habra Heights or all who own property within the City of La Habra Heights, California, who have paid the current annual membership fee which is established by the Board of Directors of the Association and who positively support the Association goals and purposes as stated in ARTICLE II above. Applicants for membership who do not support the purposes outlined in ARTICLE II may be precluded from membership.

## **ARTICLE IV. MEMBERSHIP MEETINGS**

1. The annual membership meeting of this organization shall be held in June of each and every year. The Board of Directors shall fix the day and the venue for the annual meeting. Notice of the annual meeting of members shall be delivered to the members not less than fifteen (15) days, nor more than forty five (45) days, prior to the date of the annual meeting. Notice of the annual meeting may be delivered to the members by US Mail, by personal delivery or by publication in any regularly published magazine, newsletter or other publication regularly published by the Association. The organization fiscal year is July 1 to June 30.

2. The purpose of the annual membership meeting shall be to review the affairs of the prior year and to confirm mailed in ballot elections of directors, or to conduct election of directors as set forth in these By-Laws. At each annual membership meeting, an election shall take place for directors whose term has expired as well as the election of the Officers for the upcoming year.

3. The Secretary shall cause to be delivered to every member in good standing at his/her address as it appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting. Delivery of the notice of the annual meetings may be accomplished by a notice in HEIGHTS LIFE magazine the month prior to the meeting, or by a first class mailed letter, but not less than fifteen (15) days prior to the meeting.

4. At the annual meeting of members, the presence of fifty (50%) plus (1) of the members of the Board of Directors, plus any member of the general membership attending the annual meeting shall constitute a quorum sufficient to conduct the business of this organization. A quorum as herein before set forth shall be required at any adjourned meeting for a period of not more than six (6) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called.

5. A Special Meeting of the members of this organization may be called by the President whenever he/she deems it to be in the best interests of the organization or by a resolution adopted by the Board of Directors. A Special Meeting of the members of this organization may be also be called by ten percent (10%) of the members of the organization, in which case the President shall cause a special meeting of the organization to be scheduled. Notices of such special meeting (s) shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before, but not more than forty-five (45) days before, the scheduled date set for such special meeting. Notification in the HEIGHTS LIFE magazine shall satisfy this requirement. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called

6. No other business other than that specified in the notice may be transacted at such special meeting without the unanimous consent of all those present at such meeting.

## **ARTICLE V. VOTING**

1. At all meetings, all votes shall be by voice or written ballots. For the annual election of directors, ballots shall be provided to members. Only one vote per La Habra Heights household membership shall be allowed. Member dues must be paid current to exercise voting rights. Directors will select officers for the ensuing year, following the election of Directors at the annual membership meeting.

## **ARTICLE VI. ORDER OF BUSINESS AT GENERAL MEETINGS OF THE BOARD OF DIRECTORS**

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees.

4. Reports of officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

## **ARTICLE VII. BOARD OF DIRECTORS**

1. The business of this organization shall be managed by a Board of Directors consisting of not less than three (3) members and not more than fifteen (15) members. All directors shall be residents of La Habra Heights, State of California and legal residents of the United States.

2. Sixty (60) days prior to the election of Directors, the President shall appoint a nominating committee which shall locate and screen eligible candidates for available Director positions. HEIGHTS LIFE magazine shall announce vacancies at least one month prior to the election so that applicants may indicate their interest and advise the Board of Directors of their interest in becoming a director. In the event that HEIGHTS LIFE magazine is not being published a written notice shall be sent to each member of the organization advising of the vacancies at least one month prior to the election.

3. Directors recommended for the ensuing year shall be presented by the nominating committee to the directors who will then mail a ballot to all members, or, in the alternative may present the slate of directors for voting at the annual meeting of members of this organization. The ballot will provide a write-in opportunity for a candidate not recommended by the nominating committee. In the event directors are selected at the annual meeting, nominations from the floor may be made using a write-in line on the ballot. The directors shall serve a term of three (3) years. In each year one third of the Directors shall stand for election, or re-election, with the approval of the nominating committee.

4. The Board of Directors shall have the control and management of all affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairperson after due notice to all directors of such meeting.

5. Presence of fifty (50%) percent plus (+1) of the members of the Board of Directors shall constitute a quorum and meetings of the Board of Directors shall be held once per month between September and June on a day and time agreed upon by the Board of Directors. Board meetings, as well as general meetings, will be held at the Multi Purpose room, La Habra Heights City Hall, unless the Board chooses an alternate location. The date, time, and location of the meetings of the Board of Directors shall be determined by a majority of the Board of Directors either at a duly noticed meeting or by way of written election of a majority of the members of the Board of Directors.

6. Each director shall have one vote and such voting may not be done by proxy. Actions of the Board of Directors may be taken using e-mails to all Directors, providing a majority of Directors responds. Such action(s) shall be filed with the regular minutes of the Board.

7. The Board of Directors may make such rules and regulations covering its meetings as it may at its discretion determine necessary.

8. Vacancies in the Board of Directors shall be filled by a vote of the majority of remaining members of the Board of Directors for the balance of the fiscal year.

9. Regular meetings of Board of Directors of this organization shall be held at The City Hall of La Habra Heights unless the Board of Directors chooses an alternate location.

10. When all of the Directors are present at any Directors' meeting, however called or noticed, and either (i) sign a written consent thereto on the records of such meeting, or, (ii) if a majority of the Directors are present and if those not present sign a waiver of notice of such meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of such meeting, which

said waiver, consent or approval shall be filed with the Secretary of the corporation, or, (iii) if a Director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice, then the transactions thereof are as valid as if had at a meeting regularly called and noticed.

11. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed individually or collectively by all members of the Board. Such consent shall be filed with the regular minutes of the Board.

12. The President of the organization shall, by virtue of his/her office, be Chairperson of the Board of Directors.

13. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director and conduct a hearing into whether a Director so charged should be removed. The Board of Directors shall adopt such rules for said hearing as it may at its discretion consider necessary for the best interests of the organization, provided that such rules do not violate state or federal statutes.

### **ARTICLE VIII. OFFICERS**

1. Officers shall by virtue of their offices, be members of the Board of Directors. Officers for the ensuing year will be nominated and selected by the Board of Directors, during June of each year for a one year term. No officer shall for reason of his/her office be entitled to receive any salary or compensation.

2. The officers of the organization shall consist of the following positions:

President  
Vice President  
Secretary  
Treasurer

3. THE PRESIDENT shall preside at all membership meetings.

He/she shall by virtue of his/her office be Chairperson of the Board of Directors.

He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent.

He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4. The VICE PRESIDENT shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all rights, privileges and powers as if he/she had been the duly elected president.

5. The SECRETARY shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization.

He/she shall be the official custodian of the records and seal of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization.

He/she shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

6. The TREASURER shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she shall cause all

funds to be deposited in a regular business bank or trust company. Said funds shall be held in a combination of checking accounts, interest-bearing saving accounts, or other financial vehicles as approved by the Board of Directors. He/she must be one of the officers who are authorized to sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/she shall maintain organization liability insurance as well as officer and director indemnification insurance. He/she shall exercise all duties incident to the office of Treasurer.

#### **ARTICLE IX. COMPENSATION & REPORTS**

1. No member of the Board of Directors shall receive compensation of any kind. Any inter-family connections affecting the business of the organization shall be disclosed in advance to the Board of Directors. Directors may allocate funds to non-directors, independent contractors or service firms, as they deem necessary for the conduct of the business of the organization. Expenditures will require approval of a majority of the directors. Incidental out-of-pocket costs advanced by Directors and authorized by Directors may be reimbursed by the Treasurer upon submittal of evidence of such expenditures,

2. A fiscal year end Annual Financial Report shall be sent to all Directors by the Treasurer not later than ninety (90) days after the close of the corporation's fiscal year.

3. The TREASURER'S annual financial report to the Board of Directors shall include assets and liabilities, changes thereto during the previous year, receipts from all sources, and expenses disbursed during the fiscal year. The above report shall be accompanied by any report of the independent accountants, or if none exists (and none is required) the certificate by the Treasurer shall state that it was prepared without audit from the books of the Corporation. A summary recap of the fiscal year end financial statement will be published annually in HEIGHTS LIFE magazine, not more than one-hundred-and-twenty (120) days after the close of each fiscal year. Members of the organization may also request a financial statement.

#### **ARTICLE X. COMMITTEES**

1. All committees of this organization shall be authorized by the Board of Directors, and the committee members shall be appointed by the Board of Directors. The term of office for a committee shall be for a period of one year unless sooner terminated by the action of the Board of Directors; a committee may also be renewed at the pleasure of the Board of Directors... In addition to activities coordinated by Directors, there are permanent committees for Advertising, Music in The Park, and HEIGHTS LIFE publication.

#### **ARTICLE XI. DUES**

1. The dues of this organization shall be set by the Board of Directors and shall be payable on July 1<sup>st</sup> each year. Dues may also be paid at higher levels by premium donors. The Board of Directors may modify dues by a majority vote.

#### **ARTICLE XII. MEMBER TERMINATION PROCEEDURE**

1. Should the Board of Directors determine that termination of a member or members is necessary for reasons other than failure to pay dues, the procedure set forth herein shall be followed. Reasons for termination may include, but not be limited to, slander, libel, maligning or defamatory

activities against the organization or its Directors, or activities contrary to the stated goals and purposes outlined in ARTICLE II. Written notice of intent to terminate membership shall be sent by first class mail to the most recent address in the corporation's records, and shall set forth reasons for the termination. Should the member wish to appeal his/her termination, a letter to the Board of Directors must be filed within sixty (60) days from receipt of the termination notice, setting forth the basis upon which the member believes the termination is improper or unwarranted. The Board of Directors will then consider the appeal from the member at the next regularly scheduled meeting of the Board of Directors. Thereafter the Board of Directors will be notify the member in writing of the decision of the Board of Directors regarding termination of the membership. The decision of the Board of Directors shall be final.

### ARTICLE XIII. CESSATION OF ASSOCIATION ACTIVITIES

1. In the event that the Association discontinues its activities and ceases to operate, any remaining funds or assets, following payment of any financial obligations, shall be held in a bank account for a period not to exceed one year, then the remaining assets shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the County of Los Angeles, exclusively for such purposes or to such organization (s) as said Court shall determine which are organized and operated exclusively for such purpose.

### ARTICLE XIV AMENDMENTS

1. These By-Laws may be amended, repealed, updated or added to by an affirmative vote of not less than a two-thirds (2/3) majority vote of the Board of Directors, to the extent permitted by California law.

The undersigned hereby attests and certifies that foregoing By-Laws were adopted by the duly elected directors of LA HABRA HEIGHTS IMPROVEMENT ASSOCIATION at a meeting in which more than two-thirds (2/3) of Directors were present.

April 27, 2011.

SECRETARY:

*Jennifer L. Jones*

WITNESS:

*Donald H. Johnson*

WITNESS:

*John Van Buren*