

# **BY-LAWS OF THE PALISADES RESIDENTS ASSOCIATION OF SAN PEDRO**

## **ARTICLE I – NAME AND PURPOSE**

### **Section 1**

The name of this Corporation is the Palisades Residents Association of San Pedro as stated in the Articles of Incorporation of the Palisades Residents Association of San Pedro and is hereafter referred to as the “Association.”

### **Section 2**

The specific and primary purposes of the Association are to protect and promote the best interests of the residents of the Palisades area of San Pedro; to promote and strive for the improvement and betterment of all public facilities within said area; to promote and encourage better community and civic spirit and to foster goodwill and friendship between and among all of the residents of said area; to cooperate with county and city officials and with other civic and public organizations for the general welfare of the entire Palisades area as stated in the Articles of Incorporation of the Palisades Residents Association of San Pedro.

## **ARTICLE II – QUALIFICATIONS FOR MEMBERSHIP**

### **Section 1**

The field of membership of this Association shall be every resident over eighteen (18) years of age within the area bounded by Twenty-Fifth (25th) Street on the north, Western Avenue on the west, Gaffey Street on the east, and the Pacific Ocean on the south; plus that area of Air Force housing known as “Pacific Crest” on 25th Street; in San Pedro, California. Changes in boundaries may be made at any time by the Board of Directors.

### **Section 2**

Applications for membership from persons eligible shall be signed on forms approved by the Board of Directors, hereinafter referred to as the “Board.”

### **Section 3**

An applicant shall be admitted to membership upon the agreement to abide by the purposes of the Association and payment of any membership fees set by the Board. The term of membership shall be from May 1st through April 30th of the following year.

## **ARTICLE III – MEETINGS OF MEMBERS**

### **Section 1**

The annual meeting of members shall be held during May of each year in the area described in Article II, Section 1 of these By-laws and at such time and place within the area as the Board may designate.

### **Section 2**

At least seven (7) days before the date of the annual or any other meeting of the members, the secretary shall cause written notice thereof to be mailed to each member at his/her address as the name appears on the record of this Association.

### **Section 3**

Other than the Annual Meeting of Members in May of each year, the Board may set the time and place of all other meetings of members provided such meetings are held within the area described in Article II, Section 1 of the By-laws.

### **Section 4**

The order of business at annual meetings of members shall be:

- (a) Ascertain that a quorum is present
- (b) Reading and approval (or correction) of the minutes of the last annual meeting
- (c) Report of Directors
- (d) Report of the Treasurer
- (e) Old or unfinished business
- (f) Program
- (g) New business other than elections
- (h) Elections
- (i) Adjournment

#### **Section 5**

The order of business at all other meetings of members shall be as outlined above with the exception of elections.

#### **Section 6**

The members assembled at any annual meeting or any other meeting properly called as herein provided, may suspend the above order of business upon a two-thirds vote of the members present at the meeting.

#### **Section 7**

At annual or any other meeting of members, eleven (11) members shall constitute a quorum. If no quorum is present at an annual meeting, an adjournment may be taken to a date not fewer than seven (7) nor more than fourteen (14) days thereafter; and the members present at any such adjourned meeting shall constitute a quorum regardless of the number present. The same notice shall be given not fewer than five (5) days previous to the date of the meeting fixed in the adjournment.

#### **Section 8**

Roberts Rules of Order shall be the parliamentary authority at all meetings.

### **ARTICLE IV – ELECTIONS**

#### **Section 1**

At least thirty (30) days prior to each annual meeting, the President shall appoint a nominating committee of not fewer than three members. It shall be the duty of the Nominating Committee to nominate at least one member, or accept volunteers from the membership, for each vacancy, including any unexpired term vacancy, for which elections are being held.

#### **Section 2**

After the nominations of the Nominating Committee have been placed before the members, the President shall call for nominations from the floor. When nominations are closed, tellers shall be appointed by the President; ballots shall be distributed; the vote shall be taken and tallied by the tellers; and the results announced. All elections shall be determined by plurality vote, and shall be by ballot except where there is only one nominee to the office.

#### **Section 3**

No member shall have more than one vote. No member may vote by proxy.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1**

The Board of Directors shall consist of seventeen (17) members. All Directors shall be members of the Association. The number of Directors may be changed to an odd number not fewer than five (5) nor more than seventeen (17) by resolution of the Board. No reduction in the number of Directors may be made unless corresponding vacancies exist as a result of deaths, resignations, expiration of terms of office, or other actions provided by these By-laws. A copy of the resolution of the Board covering any increase or decrease in the number of Directors shall be filed with the official copy of the By-laws of this Association.

#### **Section 2**

Regular terms of office for Directors, with the exception of the President, shall be for a period of one (1) year or as the Board shall determine; provided however, that all regular terms shall be for the same number of years and until the election on qualification of successors, the regular term shall be so fixed at the beginning, or upon any increase or decrease in the number of regular terms shall expire at each annual meeting. The President shall be elected to a term of two years.

#### **Section 3**

Any vacancy on the Board shall be filled by vote of a majority of the Directors then holding office. Directors so appointed shall hold office only until the next annual meeting at which time any unexpired terms shall be filled by vote of the members and qualification of their successors.

#### **Section 4**

A regular meeting of the Board shall be held each month at the time and place fixed by resolution of the Board. The President, or in his/her absence the ranking Vice President, may call a special meeting of the Board at any time; and shall do so at the written request of a majority of Directors holding office. Unless the Board prescribes otherwise, the President, or in his/her absence the ranking Vice President, shall fix the time and place of special meetings. Notice of all meetings of the Board shall be given in such manner as the Board may from time to time, by resolution, prescribe.

#### **Section 5**

The Board shall have the general direction and control of the affairs of this Association. In addition to the duties customarily performed by the Board of Directors, the Board shall:

- (a) Act upon applications for membership except to the extent it may have authorized the approval of such applications by an Executive Committee or by a Membership Officer.
- (b) May require any officer or employee, having custody of or handling funds of the Association, to give bond with good and sufficient surety in an amount and character to be determined by the Board which may authorize the payment of the premium therefore from the funds of the Association.
- (c) Fill vacancies in the Board as provided in Section 3 of this Article.
- (d) Employ, fix the compensation, and prescribe the duties of such employees as may, at the discretion of the Board, be necessary, and have the power to remove such employees.
- (e) Designate the depository of funds of the Association.

#### **Section 6**

A majority of the number of Directors (inclusive of any vacancies) shall constitute a quorum for the transaction of business at any meeting thereof; fewer than a quorum may adjourn from time to time until a quorum is in attendance. Written notice of an adjourned meeting need not be given the Directors.

#### **Section 7**

If a Director fails to attend three regular meetings of the Board without prior notification, during any 12-month term of office or otherwise fails to perform any of the duties devolving upon him/her as a Director, his/her office may be declared vacant by the Board and the vacancy filled as herein provided. The Board may remove any executive officer from office for failure to perform his/her duties thereof, after giving the officer reasonable notice and opportunity to be heard.

#### **Section 8**

Proxy voting is allowed at meetings of the Board of Directors.

### **ARTICLE VI – OFFICERS**

#### **Section 1**

The Executive Officers of this Association shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be elected by the Board and from their number. The offices of Secretary and Treasurer only may be held by the same person. Unless sooner removed as herein provided, the officers elected at the first meeting of the Board shall hold office until the election and qualification of their respective successors.

#### **Section 2**

The President shall preside at all meetings of the members and at all meetings of the Board. The President shall also perform such other duties as customarily appertain to the office of President or as he/she may be directed to perform by resolution of the Board not inconsistent with the provisions of these By-laws.

#### **Section 3**

The Vice President shall have and exercise all the powers, authority, and duties of the President during the absence of the latter or his/her inability to act.

#### **Section 4**

The Secretary shall prepare and maintain full and correct records of all meetings of the members and of the Board, which records shall be prepared within 10 days after the meetings. He/she shall give or cause to be given, in the manner prescribed in these By-laws, proper notice of all meetings of the members and shall perform such other duties as he/she may be directed to perform by resolution of the Board not inconsistent with the provisions of these By-laws.

**Section 5**

The Treasurer shall perform his/her duties under the control and direction of the Board. He/she shall provide and maintain full and complete records of all the assets and liabilities of this Association. Subject to limitations and control as may be imposed by the Board, the Treasurer shall have custody of all funds, valuable papers, and other assets of this Association. He/she shall collect all dues from members and issue a receipt therefor. He/she shall sign all checks for disbursement of funds, and provide such reports as the Board may from time to time.

**ARTICLE VII – COMMITTEES**

**Section 1**

There shall be established by the Board of Directors, pursuant to the provisions of these By-laws, a Membership Committee. The number of members of the Membership Committee shall be determined by resolution of the Board. The Chairperson of the Membership Committee shall be a member of the Board. The duties of the Membership Committee shall be the maintenance of an accurate name and address file of all members, the supervision of the annual solicitation of members, the assistance to the Secretary in distributing notices of meetings, and the management of routine correspondence of the Association regarding membership.

**Section 2**

The Board shall have the right to establish other committees as deemed necessary for the accomplishment of the purposes of the Association as described in Article I, Section 2 of the By-laws.

**ARTICLE VIII – AMENDMENT**

**Section 1**

Amendment of the By-laws shall be made upon the majority vote of the Board of Directors or the majority vote of members at any properly convened meeting.

Revised January 12, 1998

Revised May, 2001 by acclaim at Annual General Meeting, (number of Board members was changed from 15 to 17).