

BYLAWS
EAST ARROYO RESIDENTS' ASSOCIATION
April 15, 2010

ARTICLE I: MEMBERSHIP AND PURPOSE

Section 1. PURPOSE: The purpose of the East Arroyo Residents' Association is to enhance the quality of life within the boundaries of the organization.

Section 2. QUALIFICATIONS: All residents over 18 years of age, businesses, property owners, and/or organizations within the Association's perimeters (North of 134 Freeway, West of 210 Freeway, both sides of Washington Blvd, East of the flood control channel in the Arroyo Seco of Pasadena) shall be eligible for enrollment as Members of the Corporation. Each paid membership is entitled to one vote.

Section 3. ENROLLMENT: Persons qualifying for membership, as stated above, upon payment of annual dues payable each calendar year, shall become duly enrolled Members, and such paid-up duly enrolled Members shall hereinafter be referred to as "Members."

Section 3. AFFILIATES: Residents over 18 years of age, businesses, property owners, and/or organizations outside the EARA boundaries, but who support the purpose of the Association, may join as Affiliates by paying dues.

Affiliates will not have a vote in any Association votes which may be taken, and cannot be elected to the Board of Directors. They will receive information, can participate in EARA events, and are invited to share ideas, concerns, and information.

ARTICLE II: MEETING OF MEMBERS

Section 1. PLACE OF MEETINGS: All meetings of the Members shall be held at such place in or near the City of Pasadena, California, as may be designated for that purpose from time to time by the Board of Directors.

Section 2. ANNUAL MEETINGS: The Annual Meeting of the Members shall be held during the month of January or as close thereto as possible, and at a place as determined by the Board of Directors, at which time the Members shall elect by plurality vote a Board of Directors, consider reports of the affairs of the Corporation and transact such other business as may properly be brought to the meeting.

Section 3: SPECIAL MEETINGS: Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by any five (5) or more Members of the Board, or by written notice signed by at least twenty (20) Members of the Corporation.

Section 4: NOTICE OF MEETINGS: Notice of meetings, annual or special, shall be given to Members in writing either by email, or USPS, or delivered by hand as directed by the Board of Directors or if there is no Board of Directors, as directed by any Member of the Corporation. Such notices shall be sent and/or delivered to the Member's email address or street address and/or mailing address appearing on the records of the Corporation, not less than fourteen (14) days before such meeting. Notice of any meeting of the Members shall specify the place, the day and the hour of the meeting, as well as the agenda for the meeting. Additional agenda items may be submitted by members to the President or Secretary up to nine (9) days in advance of the meeting to allow sufficient time for the President or Secretary to notify members of the revised agenda. Additional agenda items may not be approved or rejected at any general membership meeting without seven (7) day notice to all paid members.

Section 5. QUORUM: Twenty (20) of the Members entitled to vote, present in person, or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by the Articles of Incorporation, or by the Bylaws. If at any time during the meeting a quorum is present, it is considered that a quorum is present for the entire meeting. If someone calls for a quorum, and a quorum is NOT present, no additional business may be conducted.

Section 6. PROXIES: Every Member entitled to vote, or to execute a proxy, may do so either in person, or by written vote. Written authorization for someone to act as proxy on behalf of a duly-paid member must be presented to one of the Members of the Board of Directors either in advance of a Meeting of the General Membership or at the General Membership Meeting. Such written authorizations must be maintained and filed with the Secretary of the Corporation.

Section 7. VOTING RIGHTS: Only duly enrolled, paid-up Members shall be entitled to vote at any meeting of Members; each paid membership is entitled to one vote. Affiliate members are not entitled to a vote. The President and the Membership Committee Chair are responsible for ensuring that proper records are maintained regarding paid memberships within the boundaries of the Corporation, and in the event of a disputed vote, will determine who is entitled to vote and shall provide a means for eligible members to vote.

ARTICLE III: DUES

Section 1. AMOUNT: The Board of Directors is authorized to determine the fiscal year and the amount and method of collection of dues, and make them payable at such times or intervals, and upon such notice, and by such methods as the Directors shall prescribe.

ARTICLE IV: DIRECTORS

Section 1. RESPONSIBILITY AND POWERS: The Board of Directors has the responsibility of conducting business for the Corporation and is authorized with the power to transact the business of the Corporation subject to the Bylaws of the Corporation, and the limitations of the Articles of Incorporation, and of the California General Corporation Laws as to action which shall be authorized or approved by the Members. All Corporation powers, business and affairs of the Corporation shall be exercised by and under the authority of the Board of Directors.

Section 2. NUMBER AND QUALIFICATIONS: The authorized number of Currently Elected Directors of the Corporation shall be not less than eleven (11) or more than twenty-one (21) until changed by the Articles of Incorporation or by a Bylaw duly adopted by the Board of Directors amending this section. All Directors shall be Members. Anyone who has been awarded the honor of Director Emeritus may serve as an ex-officio Member of the Board of Directors which includes the right to vote for as long as he/she desires, as long as he/she resides within the boundaries of the Corporation. The immediate Past President remains on the board for one year as a full voting member whether or not the term of director has expired.

Section 3. ELECTION AND TENURE:

a. The Directors shall be elected at the Annual Meeting of Members, to serve for three (3) year terms; one-third (1/3) of the Directorships shall come up for election each year. The initial Board of Directors shall be assigned terms of office, one-third (1/3) of them having an unexpired term of one (1) year, one third (1/3) of them having an unexpired term of two (2) years, and one-third (1/3) of them having an unexpired term of three (3) years. The terms of office shall begin immediately after election. Directors shall be nominated by the Nominating Committee which shall be the President and two (2) other Members of the Board whose terms of office do not expire, the other two (2) Members shall be chosen by the majority vote of the full Board of Directors and shall be removable at the will of the majority vote of the full Board. Directors may also be nominated by written nomination filed with the president at least ten (10) days before the Annual Meeting or may be nominated at the Annual Meeting, as long as the nominated person gives consent either in person or has provided written consent for the nomination. The Nominating Committee shall give particular attention to nomination of Directors to give balanced representation to the various geographical sections of the area designated herein for Corporation membership.

b. The Board shall remove Directors who have three or more unexcused consecutive absences. This action shall be noted in the minutes. A Director terminated by this rule may appeal to the Board of Directors for reinstatement. The Secretary or the President shall provide written notice of this removal to the terminated Director either by email or by USPS within 14 days of the Board meeting which termination.

c. No Director may be elected to more than two (2) consecutive three (3) year terms. A member will be eligible for re-election after one (1) year has passed since he/she rotated off the Board.

Section 4. VACANCIES:

a. A vacancy in the Board of Directors shall exist in case of the death, resignation, or removal of any Directors, or if the Members shall increase the authorized number of Directors by amendment of these Bylaws but shall fail to elect the additional Director so provided for, or in case the Members fail at any time to elect the authorized number of Directors.

b. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

c. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an Annual Meeting of Members, or until the Director so elected shall be elected at the Annual Meeting or at a special meeting called for that purpose. When a vacancy is filled for an unexpired term, the new Director will be elected to a term of not less than two (2) years or more than three (3) years. It is not required that all authorized Director positions be filled.

Section 5. PLACE OF MEETINGS: Meetings of the Board of Directors shall be held in or near Pasadena, California, at a convenient place designated for that purpose and called by the President, Vice-President, or three (3) Directors, calling the meeting. Any meeting shall be valid, wherever held, if proper notice has been given.

Section 6. ORGANIZATION MEETING: The organization meeting of the Board of Directors shall be held at the next meeting of the Board of Directors following the Annual Meeting.

Section 7. MEETINGS AND NOTICES THEREOF:

a. Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if the President is absent or refuses to act, by the Vice-President, or by any three Directors.

b. Written notice of the time and place of meetings shall be given to the Directors or sent to each Director by email, or by phone if a director does NOT have email or has not responded to the email notification at least forty-eight (48) hours prior to the time of the holding of the meeting.

c. The Board of Directors shall meet a minimum of six (6) times per year.

Section 8. QUORUM AND VOTE:

a. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business.

b. The action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a Corporation act.

c. Floating Quorum: If a quorum has been present during the meeting, then someone leaves, and no one calls for a quorum, business can continue to be conducted. If

someone calls for a quorum, and a quorum is NOT present, no additional business may be conducted.

Section 9. ACTION WITHOUT A MEETING:

- a. If there is an unusual situation that requires action and it is not practical to schedule a meeting, the following procedures shall be followed:
- b. All Board Members will be notified at least 72 hours in advance.
- c. If more than 50% respond, and there is a 2/3 approval of those voting, the motion will pass.
- d. Email correspondence of the vote will be filed with the minutes and shall be ratified at the next scheduled meeting.
- e. If either the President, Vice-President, Secretary, or the Treasurer determine that the situation warrants immediate action in less than 72 hours, one of these officers will follow the same procedure as above in this section except for the 72 hour time and will use either email or phone and will provide email information to all Directors and will contact as many Directors as possible before action is taken.

Section 11. DIRECTOR EMERITUS:

- a. The Board of Directors may appoint by resolution any current or former Director to the status of Director Emeritus for life to recognize significant efforts on behalf of the objectives of the Association.
- b. Only a member who has served the Association with distinction for more than five (5) years as a Member of the Board of Directors may be eligible for this high honor.
- c. Any member so designated and not currently serving as a Director shall remain an ex-officio Member of the Board of Directors as long as he or she so desires.

ARTICLE V: OFFICERS

Section 1. OFFICERS: The officers shall be President, Vice-President, Secretary and Treasurer. The Corporation may also have, as officers, at the discretion of the Board, one or more additional vice-presidents, one or more assistant secretaries, and one or more assistant treasurers.

Section 2. ELECTION AND TENURE: After their election at the Annual Meeting, the Directors shall meet and organize by electing officers; all officers shall be Members of the Board of Directors. Tenure of office of all officers shall be one (1) year or until appointment of their successors, unless otherwise determined by the Board of Directors.

Section 3. REMOVAL AND RESIGNATION: Any officer may be removed by the majority of the Directors at the time in office, at any meeting of the Board. Any officer and/or Director may resign at any time by giving written notice to the Board of Directors or to the President, or to the Recording Secretary or the Corresponding Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors at a meeting, or by email vote if such a meeting is not practical. As long as there are at least eleven (11) Directors, the Board is not required to fill a vacant Director position.

Section 5. PRESIDENT: The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, directions, and control for the business and affairs of the Corporation. The president, when in attendance, shall preside at all meetings of the Members and of the Board of Directors. The President shall be entitled to serve as an ex-officio Member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall verify that all required reports are filed as needed.

Section 6. VICE-PRESIDENT: The Vice-President shall in the absence of the President, or disability of the President if determined by the Board of Directors, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. SECRETARY:

Recording Responsibilities: The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Directors and Members, with the time and place of holding, the notice thereof given, the names of those present at Director's meetings, the number of Members present or represented at Members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, a register showing the names of the duly enrolled, paid-up Members and their addresses, and other pertinent information. The Secretary shall give, or cause to be given, notice of all Members' meetings and of the Board of Directors required by the Bylaws.

The Secretary shall ensure that at each meeting of the Board of Directors there is a cumulative record of the attendance of the individual Directors. It is the responsibility of the Secretary or Acting Secretary to notify the Board at the meeting if there is a Director who is not in attendance and who has a total of three (3) consecutive unexcused absences so that the Board can act as required in the Bylaws.

The Secretary shall also, with appropriate legal advice, file or cause to be filed or transmitted, all required or necessary documents and communications, with appropriate federal, state, and local institutions.

Corresponding Responsibilities: The Secretary shall be responsible for correspondence as directed by the President or the Board of Directors including but not limited to notes of thanks to speakers, etc.

Section 9. TREASURER: The Treasurer shall receive and keep all the funds of the Corporation, and pay them out only on the check of the Corporation signed by the President or the Vice-President or the Treasurer. The Treasurer shall assist the Secretary to ensure that all required documents, including financial documents are filed with the appropriate federal, state, and local institutions.

Section 10. ASSISTANTS: Any Assistant Secretary or Assistant Treasurer may exercise any of the powers of Secretary or Treasurer, respectively, as provided in these Bylaws or as directed by the Board of Directors, and shall perform such other duties as are imposed upon them by the Bylaws or the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1. EXECUTIVE COMMITTEE: The Board of Directors may elect an Executive Committee composed of the President and four (4) other Members of the Board, to serve at the will of the full Board. The Executive Committee shall have the power to do all things the full Board can do except:

- a. Amend or repeal the Articles or the Bylaws,
- b. Amend or repeal any resolution of the board which by its express terms is not amendable or repealable.
- c. Elect or remove officers,
- d. Fill vacancies of the Board of Directors or in any committee which has the authority of the board, and
- e. fix compensation of the directors for serving on the board or on any committee

Section 2. STANDING COMMITTEES: The Board of Directors may designate from the membership, Chairpersons for the following committees, or other committees as needed.

- a. Arroyo Seco Committee: Committee shall be charged with coordinating and monitoring actions, plans, activities, and proposals by the City of Pasadena, public and private organizations, and commercial interests regarding the public lands contained in the Arroyo Seco Park and recreational area. This committee shall be charged with representing the Corporation in negotiating, planning, studying, designing, and implementing uses and alterations to the Arroyo Seco including uses of the Rose Bowl and surrounding areas. This committee shall solicit the Board and/or the EARA opinions in matters pertaining to the Arroyo Seco and the Rose Bowl.
- b. Law Committee: Committee to be composed of attorneys and/or other qualified persons for the purpose of providing legal research, information, counsel, and representation for the Corporation for the furtherance of projects and goals of the Corporation.

- c. Neighborhood Quality Committee: Committee to be charged with coordinating and monitoring actions, plans, activities and proposals by the City of Pasadena, public and private organizations and individuals, and commercial interests regarding publicly and privately owned properties within the boundary or sphere of influence of the Corporation.
- d. Emergency Preparedness Committee: Committee shall serve to coordinate emergency preparedness activities with local service providers, such as the Pasadena Police and Fire Department. Committee will serve as a focal point for organizing emergency preparedness on a neighborhood-by-neighborhood basis.
- e. Membership Relations Committee: The membership committee shall be responsible for soliciting new members, providing membership cards, and ensuring that membership records are kept. The committee will maintain open communication with the membership via email, newsletters, and/or flyers. The committee will organize and conduct general membership meetings, such as the annual meeting, holiday party, and summer picnic.
- f. Fund-Raising Committee: Committee shall be charged with planning and implementing any fund-raising activities for the benefit of EARA projects and/or objectives. Fundraising activities will be coordinated by the fund-raising committee.

Section 3. OTHER COMMITTEES: The Board of Directors or President may appoint such other committees as may be necessary from time to time, consisting of such number of Directors or Members of the Corporation and with such powers as the Board may designate, consistent with the Articles of Incorporation and the Bylaws. Such committees shall hold office at the pleasure of the Board. Leaders of committees or committee members are NOT required to be members of the Board of Directors.

ARTICLE VII: MISCELLANEOUS

Section 1. RECORDS: The Corporation shall maintain adequate and correct accounts, books, and records of its business and activities. All of such books, records, and accounts shall be kept by the appropriate EARA officer.

Section 2: INSPECTION OF RECORDS: All books and records of the Corporation shall be open to inspection of the Members of the Corporation at reasonable times as determined by the Board and with 72 hours written notice.

Section 3: CERTIFICATION AND INSPECTION OF BYLAWS: The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Members and Directors of the Corporation, and shall be available by email or by US mail if requested.

Section 4: CHECKS, DRAFTS, ETC: All checks, drafts, or other orders for payment of money issued in the name of or payable to the Corporation shall be signed or endorsed

by the Treasurer, or the President, or the Vice-President. All checks or drafts over the amount of \$250.00 shall require any two (2) signatures of the three (3) designated signatures.

Section 5: CONTRACTS: The Board of Directors, except as in the Articles of Incorporation or Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Unless so authorized in writing by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract of engagement, or to pledge its credit, or to render it liable for any purpose or to any amount other than as agreed to by the Board or by a committee appointed by the Board.

Section 6: ANNUAL REPORT: The Treasurer shall prepare or cause to be prepared an annual balance sheet, together with a current statement of income and expense. Both financial statements shall be certified by the President and Secretary and this document shall be available to all Members.

ARTICLE VII: AMENDMENT TO BYLAWS

Section 1. POWER OF DIRECTORS: The Board of Directors may adopt, amend, or repeal any of these Bylaws by a majority vote at two consecutive regular Board meetings.

Section 2. RECORD OF AMENDMENTS: Whenever an amendment or new Bylaws is/are adopted, it/they shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal is enacted must be noted

The general membership shall be notified of any Bylaw change.

ARTICLE IX: AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may be amended at any duly called Members' meeting by a vote of Members. Any changes must be provided in advance to members as specified in the section under member meetings.

Certified by:

President or Secretary

Date