

UPPER HASTINGS RANCH ASSOCIATION BY-LAWS

REVISED - 1996

ARTICLE I

The name of this Association shall be *Upper Hastings Ranch Association (UHRA)*.

ARTICLE II

The objective of this Association is the organization of the property owners and/or residents in the Upper Hastings Ranch Area of Pasadena for the primary purpose of the solution of mutual problems with respect to the health, safety, recreation, education, and general welfare of the residents of the UPPER HASTINGS RANCH AREA OF PASADENA.

ARTICLE III

The Association shall be a non-profit non-partisan and non-denominational membership organization. It will not discriminate on the basis of race, color, religion, national origin, sex, age, marital status, or handicap. No part of the assets of this organization shall accrue to the benefit of any member. No person actively engaged in litigation against the UHRA may be a member of the UHRA Board until all pending litigation has been dismissed or otherwise completed.

ARTICLE IV

THE LARIAT: The Upper Hastings Ranch association shall be responsible for the contents and the publishing of a newsletter hereinafter known as *The Lariat*. The policy of *The Lariat* shall be in accordance with Article III. An Editor shall be appointed yearly by the UHRA Board at its first regular meeting.

ARTICLE V

NOMINATIONS:

A. The board of directors shall act as the nominating committee of the incoming Board Members. The nominating committee shall meet at least two months prior to the date of the election and give public notice of its slate by a notice in *The Lariat* at least one month prior to the date of the election. All nominations from individual members of the Association shall be submitted to the nominating committee at least one month prior to the date of the actual election. The nominating committee shall call an election in the fall of each year for the purpose of electing new board members. A plurality of all votes shall elect. The committee shall present its new board members at the annual fall meeting of the UHRA.

B. Persons eligible to be placed in nomination shall be members of UHRA as of the date of the nomination.

C. The duties of the new Board Members shall commence as of the following January 1st.

ARTICLE VI

The Board of Directors shall consist of twenty (20) members of the Association, said Board to be elected by the membership.

A. The Executive Officers shall consist of the following chairs and these shall be filled by vote of the elected Board at their first meeting.

1. Honorary Mayor (President)
2. Block Captain Chairman (Vice-President)
3. Secretary - Recording
4. Secretary - Corresponding (Historian)
5. Treasurer

B. A nominating committee will be established at the December meeting for the purpose of presenting a slate of Executive Officers to the Board of Directors in January. This committee shall consist of the President and a minimum of four (4) additional members appointed by the President and subject to approval by the majority of the Board.

C. Terms of Office

The members of the Board of Directors shall be elected in the following manner: Ten (10) shall be elected in even years and ten (10) shall be elected in odd years. Said elections to be effective January 1 of the following year. A term of office is two (2) years.

D. Duties of Board Members:

1. The Honorary Mayor (President) shall be the presiding officer over all meetings of the Board and of the Association. He/She shall also serve as ex-officio member of all committees. He/She shall have served on the Board of Directors or as a Trustee the year prior to assuming the office of Honorary Mayor. He/She shall only vote in the event of a tie.

2. Block Captain Chairman (Vice-President)

- a. He/She shall be at least a second year member.
- b. The Block Captain Chairman shall be responsible for the planning and execution of the Annual Membership Drive.
- c. The Block Captain Chairman shall preside over all meetings of the Association at the absence of the Honorary Mayor (President).

d. Two Block Captain Sub-chairmen shall be selected by the Board of Directors at their first regular meeting. The duties of the Block Captain Sub-chairmen are to carry out the assignments of the Block Captain Chairman.

3. The Secretary-Recording shall

- a. Record the minutes of the meetings of the Board of Directors and of Association meetings.
- b. Issue notices of Board Meetings to the Board of Directors.
- c. Deliver a copy of the minutes to each Board Member and Trustee prior to each monthly meeting.

4. The Secretary-Corresponding shall prepare and send such correspondence as the Board of Directors may require.

5. The Treasurer shall:

- a. Deposit funds in the depository approved by the Board of Directors.
- b. Disburse funds in accordance with legitimate bills as presented.
- c. Present a financial statement at each meeting of the Board of Directors and at other times as requested by the Honorary Mayor (President).
- d. Close the books at the end of the fiscal year and submit them for audit to a three member auditing committee appointed by the members of the Board of Directors. The fiscal year shall be from January One (1) through December Thirty-first (31) of the same calendar year.
- e. Prepare state and federal tax returns and file before the deadlines.

6. Members-at-Large

The duties of the Members-at-Large and all know standing committees shall be determined at the first meeting of the Board of Directors.

E. Resignation from the Board of Directors shall be in writing and shall be received by the Secretary-Corresponding two weeks prior to the monthly meeting of said Board.

F. After three unexcused absences from regular meetings of the Board of Directors, a Board member may be automatically dropped from said Board or may be reinstated at the discretion of said Board.

ARTICLE VII

In the event that any member of the Board of Directors shall cease to be a resident of the Upper Hastings Ranch, he/she shall have been deemed to resign.

ARTICLE VIII

The membership shall consist of residents of Upper Hastings Ranch Area who support the Association by payment of annual dues.

ARTICLE IX

Dues are to be paid by family units annually, set amount to be determined by the Board of Directors.

ARTICLE X

A. The Board of Directors shall meet at least monthly, date and time to be set by vote of said Board.

B. The Annual Meeting of UHRA shall be held in the fall.

C. A quorum of the total UHRA membership shall consist of twenty-one (21) members.

D. At their discretion, the Board of Directors shall be empowered to call a meeting of the entire Association.

E. A quorum of the Board of Directors shall consist of one over half of the voting Board members, but the quorum shall in no event consist of less than eight (8) members.

F. The President has authority to appoint members to fill any vacancy on the Board subject to approval by the majority of the remaining Board members.

G. No standing rule, or resolution, or motion is in order that conflicts with the By-Laws or Rules of Order.

H. These By-Laws may be amended by presenting written notice to the UHRA membership as a whole at least one month prior to the Annual Meeting or at any special meeting called.

I. The adoption of an amendment shall require a two-thirds (2/3) vote of those members present.

ARTICLE XI

A. A Board of Trustees shall consist of four (4) past Board Members who shall be elected in December by the presiding Board of Directors. The members of the Board of Trustees shall attend meetings of the Board of Directors but shall have no voting rights.

B. Additional advisors may be appointed at the discretion of the Board of Directors.

All rules and procedures not specifically stated herein, shall be executed in accordance with Roberts Rules of Order Revised.